

MARVEL

the AMAZING SPIDER-MAN[®]



THE COMPLETE BEN REILLY EPIC

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WRITERS

Tom DeFalco, Todd Dezago,
Glenn Herdling, Dan Jurgens,
Mike Lackey, Howard Mackie &
Evan Skolnick

PENCILERS

Mark Bagley, Sal Buscema,
Dan Jurgens, Gil Kane, Paris
Karounos, Scott McDaniel, Tom
Morgan,
John Romita Jr., Tod Smith,
Joe St. Pierre & Patrick Zircher

INKERS/FINISHERS

Hector Collazo, Randy Emberlin,
Don Hudson, Klaus Janson,
Larry Mahlstedt, Scott McDaniel,
Al Milgrom, John Nyberg, Tom
Palmer, Jimmy Palmiotti, Andrew
Pepoy,
Bill Sienkiewicz & Al Williamson

COLORISTS

Joe Andreani, Malibu Computer
Color, John Kalisz, Joe Rosas,
Bob Sharen, Kevin Tinsley, Adam
Wallenta,
Chia-Chi Wang & Gregory Wright

LETTERERS

John Costanza, Steve Dutro,
Loretta Krol, Jim Novak, Bill
Oakley, Clem Robins & Richard
Starkings with Comcraft

EDITORS

Mark Bernardo, Tom Brevoort,
Bob Budiansky, Eric Fein &
Glenn Greenberg

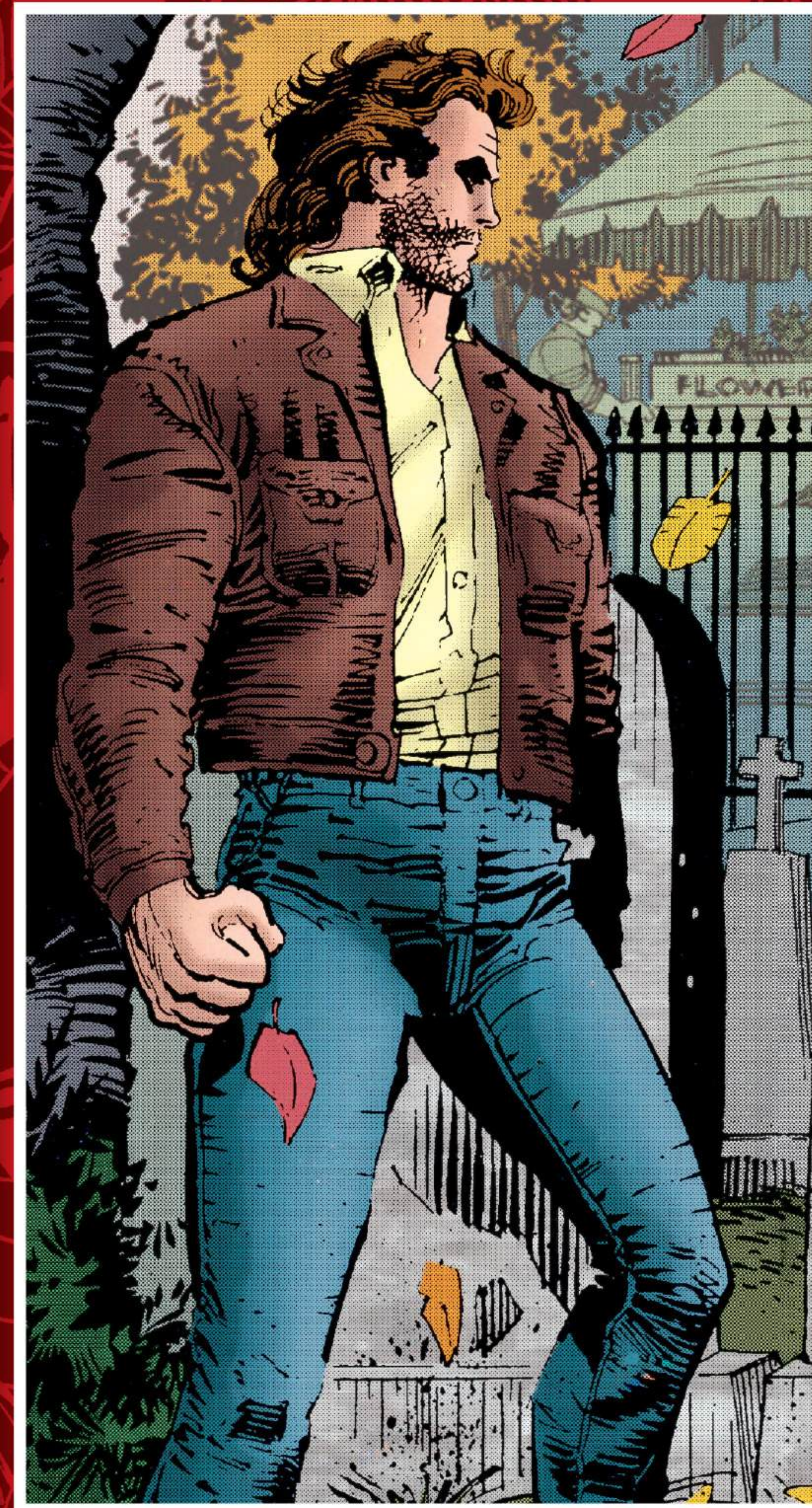
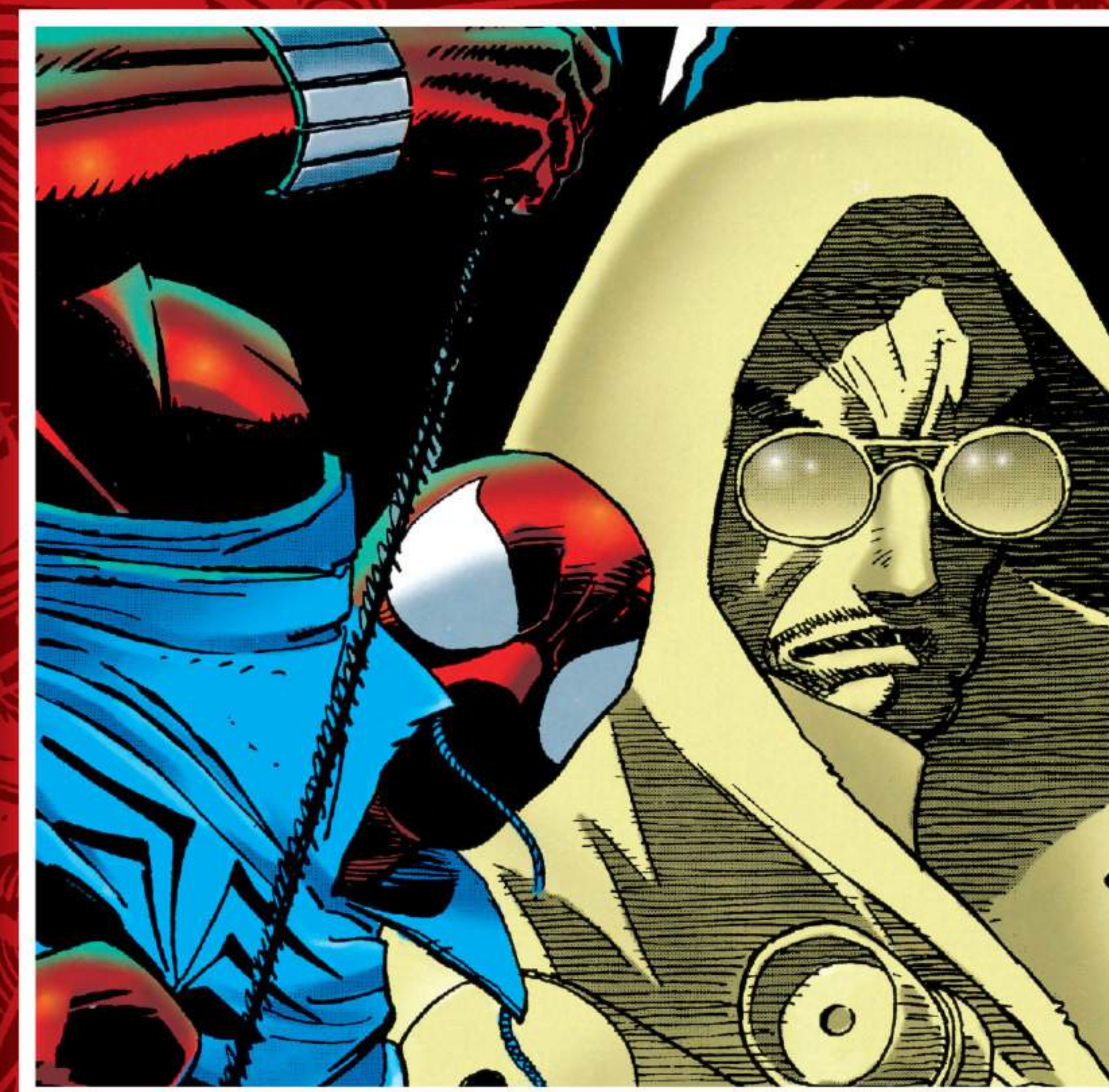
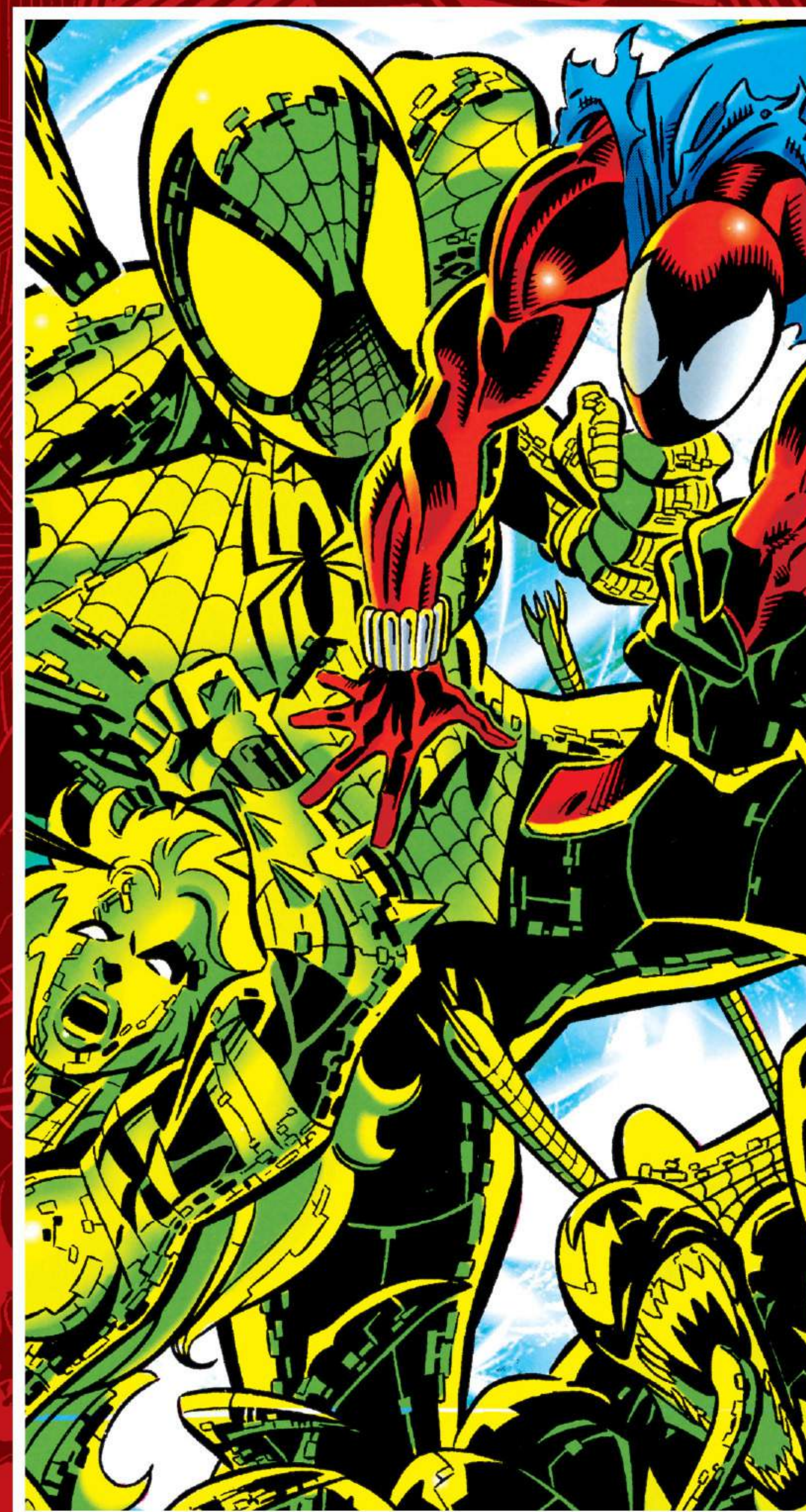
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Rob London & Peter Kroon
New Spider-Man costume designed by
Mark Bagley
New Warriors #66 dedicated to
Steve Ditko

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Front Cover Colorist: Chris Sotomayor
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Back Cover Colorist: Tom Smith

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MARVEL®
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN

THE PARKER YEARS



JRJR
A/W



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MARVEL
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SPIDER-MAN

THE PARKER YEARS

Was it a lie? Did it matter?

THESE ARE THE QUESTIONS ABOUT HIS LIFE THAT SWIRL THROUGH THE MIND OF PETER PARKER AS HE LEAVES HIS DAYS AS SPIDER-MAN BEHIND AND FACES THE FUTURE!

AND ONLY AN ANGUISHED REVISITING OF HIS WEB-SLINGING PAST CAN PROVIDE HIM WITH THE FATEFUL ANSWER!

JRJR
A W

A long time ago, a high school student named **Peter Parker** was bitten by a radioactive spider.

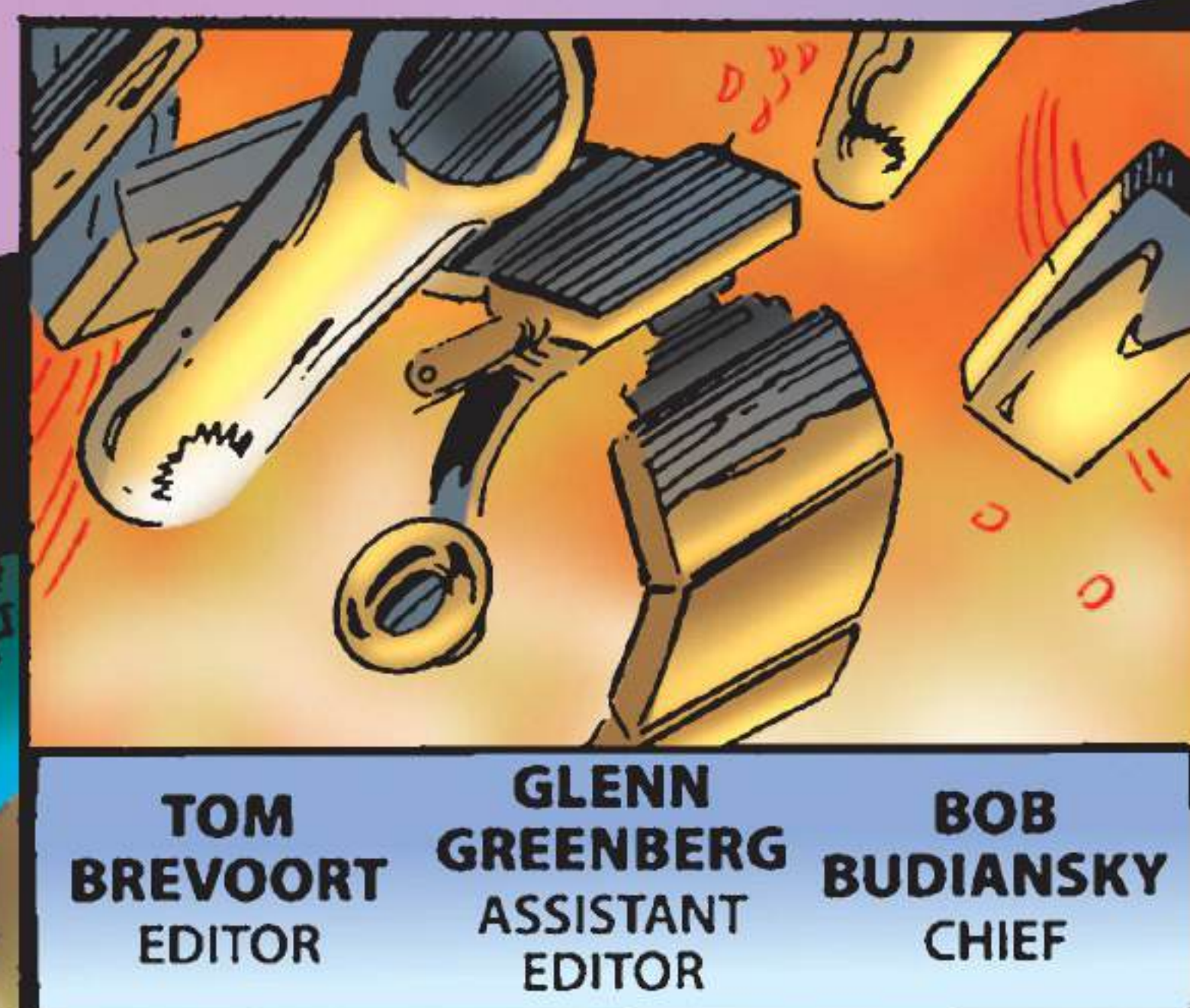
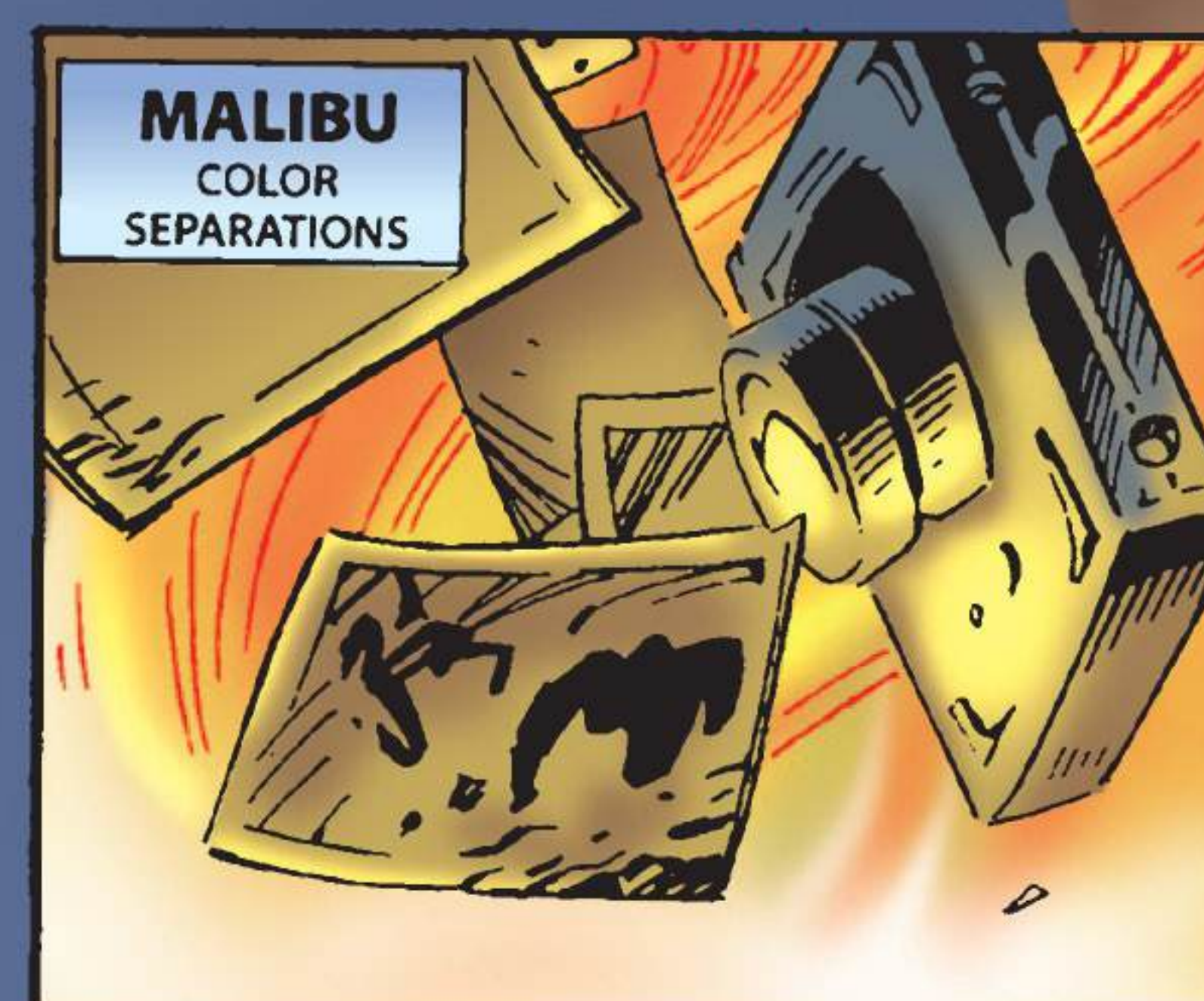
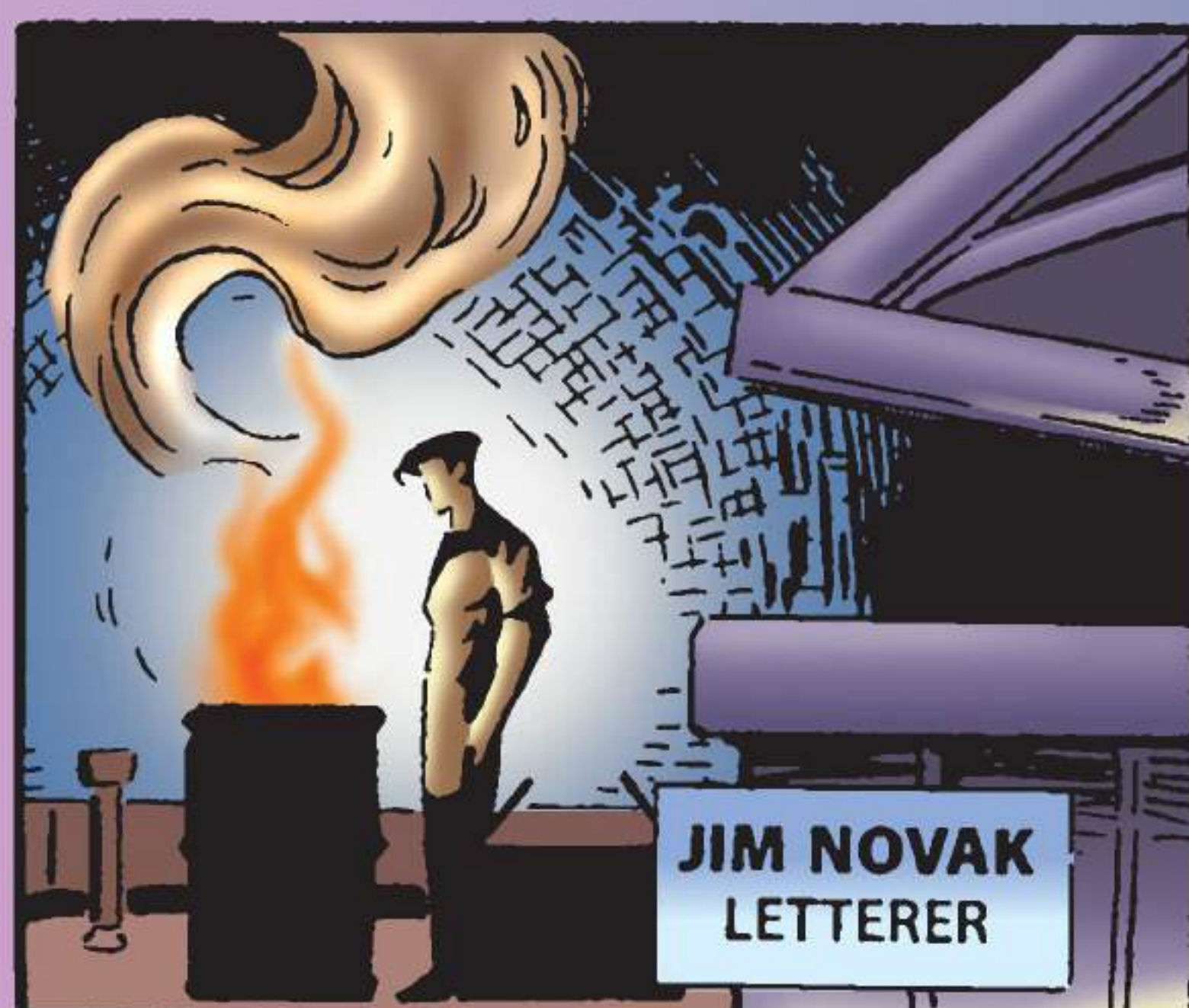
As a result, he gained incredible powers which he learned to use to protect the innocent and help the helpless, as...

SPIDER-MAN

Or so he **thought**.

But recently "Peter" discovered that he's **not** Peter Parker at all, but a cleverly-concocted **clone**... a duplicate, having lived five years of a super-heroic life that wasn't really his.

And coming to **terms** with that revelation is the hardest thing Peter Parker — or Spider-Man — has ever tried to do.



--THINK I'VE GOT THE KITCHEN PACKING UNDER CONTROL, HONEY...THOUGH I COULD USE A LITTLE HELP WITH--

PETER?!

WHAT'S WITH THE BONFIRE? WHAT ARE YOU DOING?!

I'M ENDING THIS CHARADE, MARY JANE, ONCE AND FOR ALL.

ARE YOU GOING TO START WHINING ABOUT BEING A CLONE AGAIN? BECAUSE IF YOU ARE, I REALLY DON'T WANT--

* PETER DECIDED TO GIVE UP BEING SPIDER-MAN AND MOVE AWAY WITH MARY JANE IN SPECTACULAR SPIDER-MAN # 229. --TOM

NO...NO, I'VE ACCEPTED THE FACT THAT I'M A CLONE.

BUT THAT DOESN'T CHANGE THE SITUATION.

NOTHING I DID OVER THE PAST FIVE YEARS WAS REAL ...IT WAS ALL A LIE. AND IT'S ALL BEST FORGOTTEN.

WHICH IS EXACTLY WHAT I'M GOING TO DO ...BY BURNING THIS STUFF AND LEAVING THE ASHES--AND THE MEMORIES--BEHIND.

HOW CAN YOU EVEN THINK THAT, PETER, LET ALONE SAY IT?

YOU WEREN'T--

SPIDER-MAN. NO, I WASN'T.

AT LEAST, NOT THE SPIDER-MAN I THOUGHT I WAS, NOT THE REAL ONE.

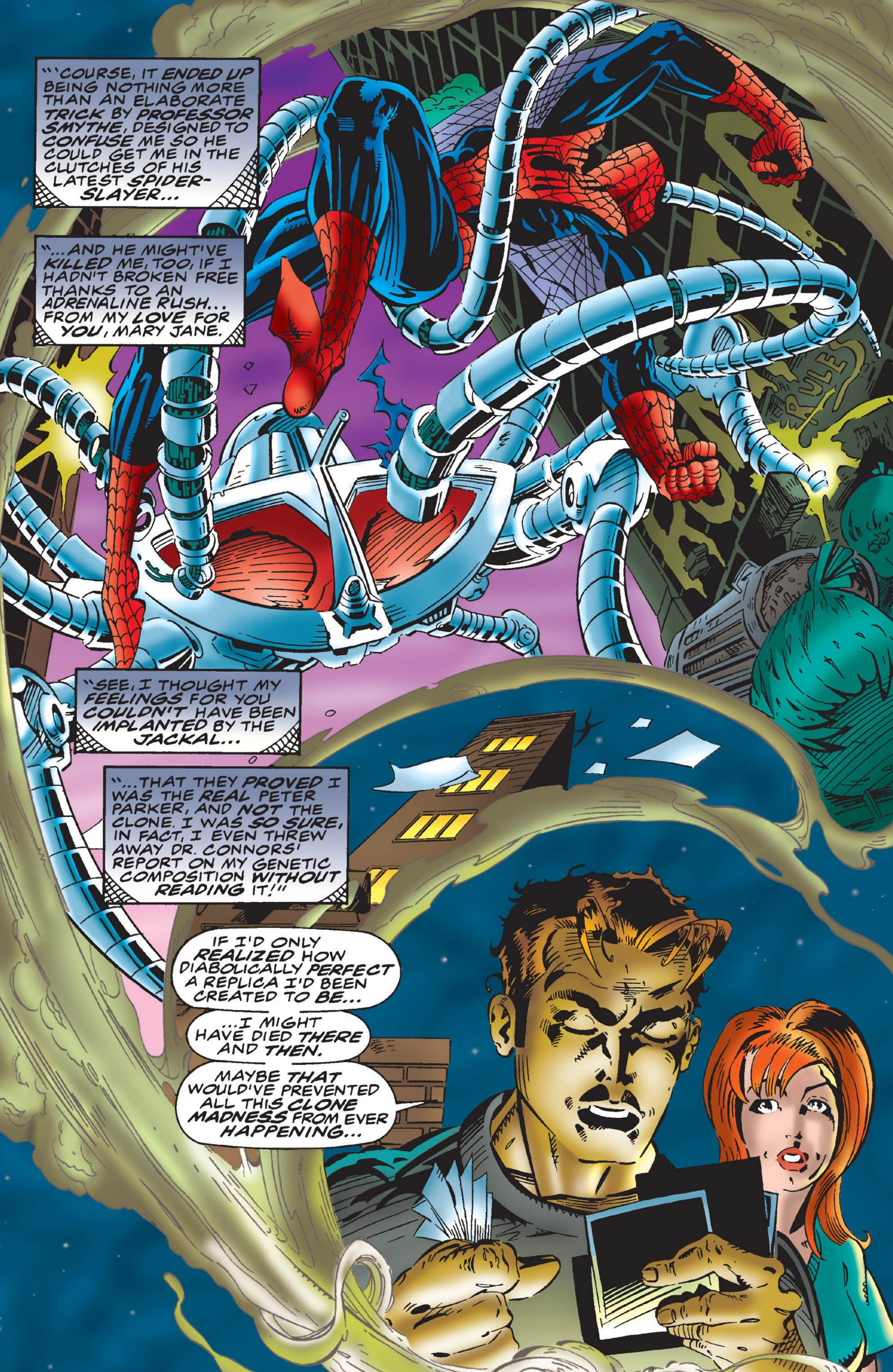
I WAS A SECOND-STRINGER, A LAST-MINUTE REPLACEMENT PLAYER...AND NOT A VERY GOOD ONE, EITHER.

WHERE WAS THAT PICTURE...?

HERE...THIS IS WHERE MY LIFE AS SPIDER-MAN REALLY STARTED...

...AFTER I DESTROYED MY "CLONE"... THAT WAS WHERE I THOUGHT I LEFT ALL THE TRICKS AND LIES BEHIND...

"...RIGHT AFTER WHICH, I WAS FACED WITH THE IMPOSSIBLE SIGHT OF MY OLD FOES SANDMAN, KINGPIN AND THE VULTURE, ALL ATTACKING ME AT ONCE!"

A large, multi-armed mechanical figure, the Jackal, is shown in a dynamic pose, attacking Spider-Man. Spider-Man is in his red and blue suit, clinging to one of the Jackal's arms. The background is a cityscape with buildings and a large, stylized 'S' shape. The Jackal has a blue and silver metallic body with multiple jointed arms. Spider-Man is in a defensive position, using his web-shooters. The scene is filled with action and tension.

"COURSE, IT ENDED UP BEING NOTHING MORE THAN AN ELABORATE TRICK BY PROFESSOR SMYTHE, DESIGNED TO CONFUSE ME SO HE COULD GET ME IN THE CLUTCHES OF HIS LATEST SPIDER-SLAYER..."

"...AND HE MIGHT'VE KILLED ME, TOO, IF I HADN'T BROKEN FREE THANKS TO AN ADRENALINE RUSH... FROM MY LOVE FOR YOU, MARY JANE."

"SEE, I THOUGHT MY FEELINGS FOR YOU COULDN'T HAVE BEEN IMPLANTED BY THE JACKAL..."

"...THAT THEY PROVED I WAS THE REAL PETER PARKER, AND NOT THE CLONE. I WAS SO SURE, IN FACT, I EVEN THREW AWAY DR. CONNORS' REPORT ON MY GENETIC COMPOSITION WITHOUT READING IT!"

IF I'D ONLY REALIZED HOW DIABOLICALLY PERFECT A REPLICA I'D BEEN CREATED TO BE...

...I MIGHT HAVE DIED THERE AND THEN.

MAYBE THAT WOULD'VE PREVENTED ALL THIS CLONE MADNESS FROM EVER HAPPENING...



"...AND MAYBE THE REAL SPIDER-MAN WOULD HAVE DONE BETTER THAN I DID ON THIS DAY..."



"...WHEN I HELPED THE COPS ROUND UP SOME BANK ROBBERS."



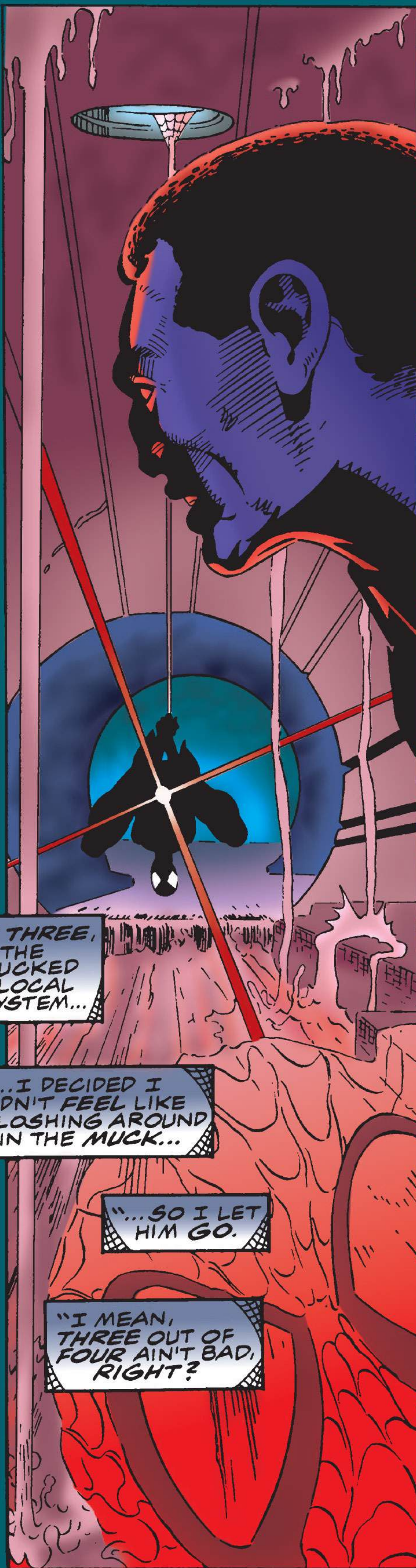
"I CAUGHT THREE, BUT WHEN THE FOURTH DUCKED INTO THE LOCAL SEWER SYSTEM..."



"...I DECIDED I DIDN'T FEEL LIKE SLOSHING AROUND IN THE MUCK..."

"...SO I LET HIM GO."

"I MEAN, THREE OUT OF FOUR AIN'T BAD, RIGHT?"



"WELL, IT'S PLENTY BAD WHEN THE FOURTH ENDS UP WANDERING THROUGH THE SEWERS AND STUMBLES ONTO THE GREEN GOBLIN'S SECRET LAIR!"

"GUY SOLD THE LOCATION OF THE GOBLIN'S GEAR TO NED LEEDS!"



IF I'D BOTHERED TO MAKE THE EFFORT TO STOP THAT PUNK, NED WOULD BE ALIVE TODAY...

...HE WOULD NEVER HAVE BEEN TEMPTED TO BECOME...





"...THE
HOBGOBLIN!

"HOW LONG A TRAIL
OF MISERY DID I
INADVERTENTLY CAUSE
BY CHASING THAT
THUG INTO THE
SEWERS?"

"HOW MANY
LIVES WERE
SHATTERED?"

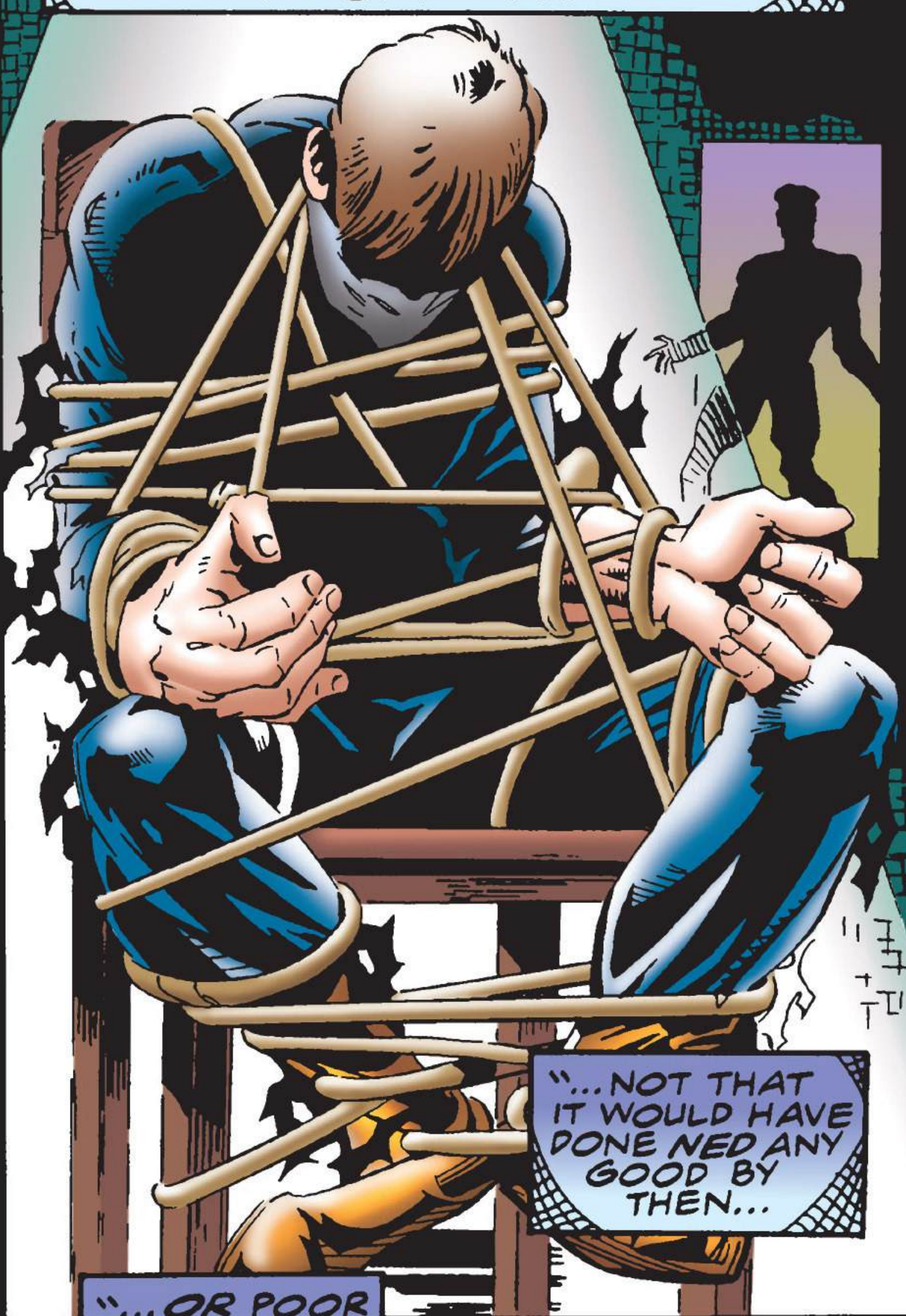
"YOU REMEMBER,
MARY JANE... NED
KIDNAPED AND
TERRORIZED
YOU AND LIZ
ALLEN..."

"...FRAMED FLASH
THOMPSON, CONVINC-
ING THE AUTHORITIES
THAT FLASH WAS THE
HOBGOBLIN..."

"... AND FINALLY MET HIS END IN GERMANY, AT THE HANDS OF THE FOREIGNER'S ASSASSINS!"



"I FOUND HIS BODY BACK IN MY HOTEL ROOM... AND I STILL WASN'T ABLE TO PUT THE PIECES TOGETHER WITHOUT THE KINGPIN'S HELP..."

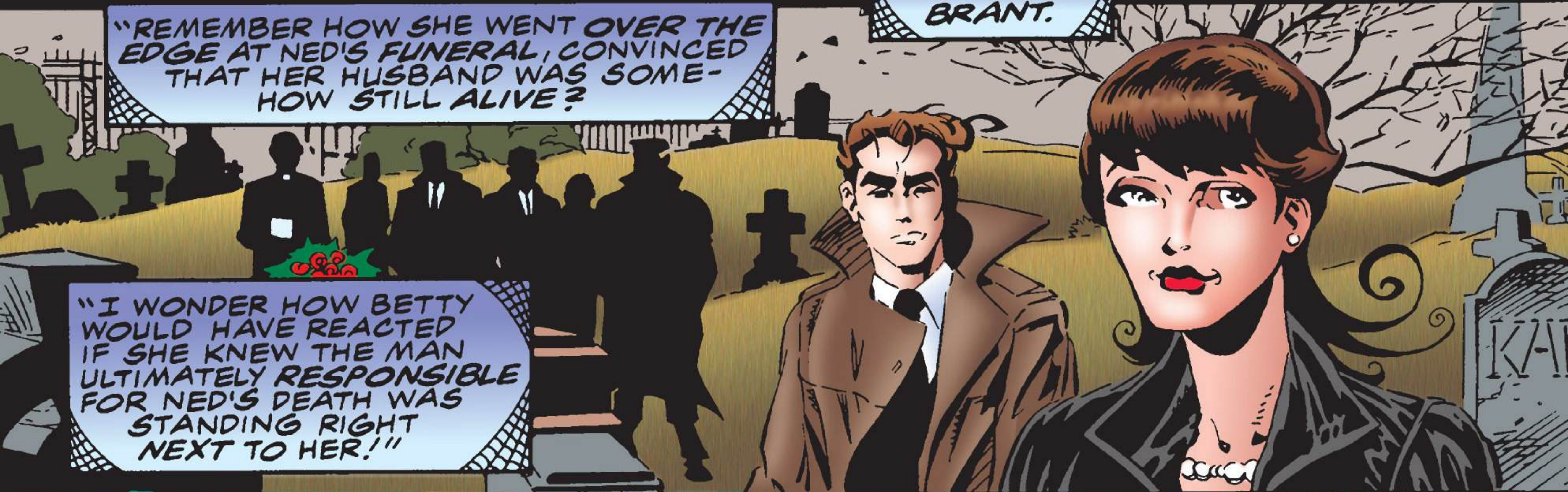


"... NOT THAT IT WOULD HAVE DONE NED ANY GOOD BY THEN..."

"... OR POOR BETTY BRANT."

"REMEMBER HOW SHE WENT OVER THE EDGE AT NED'S FUNERAL, CONVINCED THAT HER HUSBAND WAS SOMEHOW STILL ALIVE?"

"I WONDER HOW BETTY WOULD HAVE REACTED IF SHE KNEW THE MAN ULTIMATELY RESPONSIBLE FOR NED'S DEATH WAS STANDING RIGHT NEXT TO HER!"



"RESPONSIBLE" FOR HIS DEATH? COME ON, HONEY... THAT'S A LITTLE MUCH, DON'T YOU THINK?

NED WAS THE KIND OF GUY WHO WAS GOING TO SELF-DESTRUCT, ONE WAY OR ANOTHER.

ANYONE WHO'D GET DRESSED UP IN A HALLOWEEN COSTUME LIKE THAT AND GO FLYING OVER THE CITY--

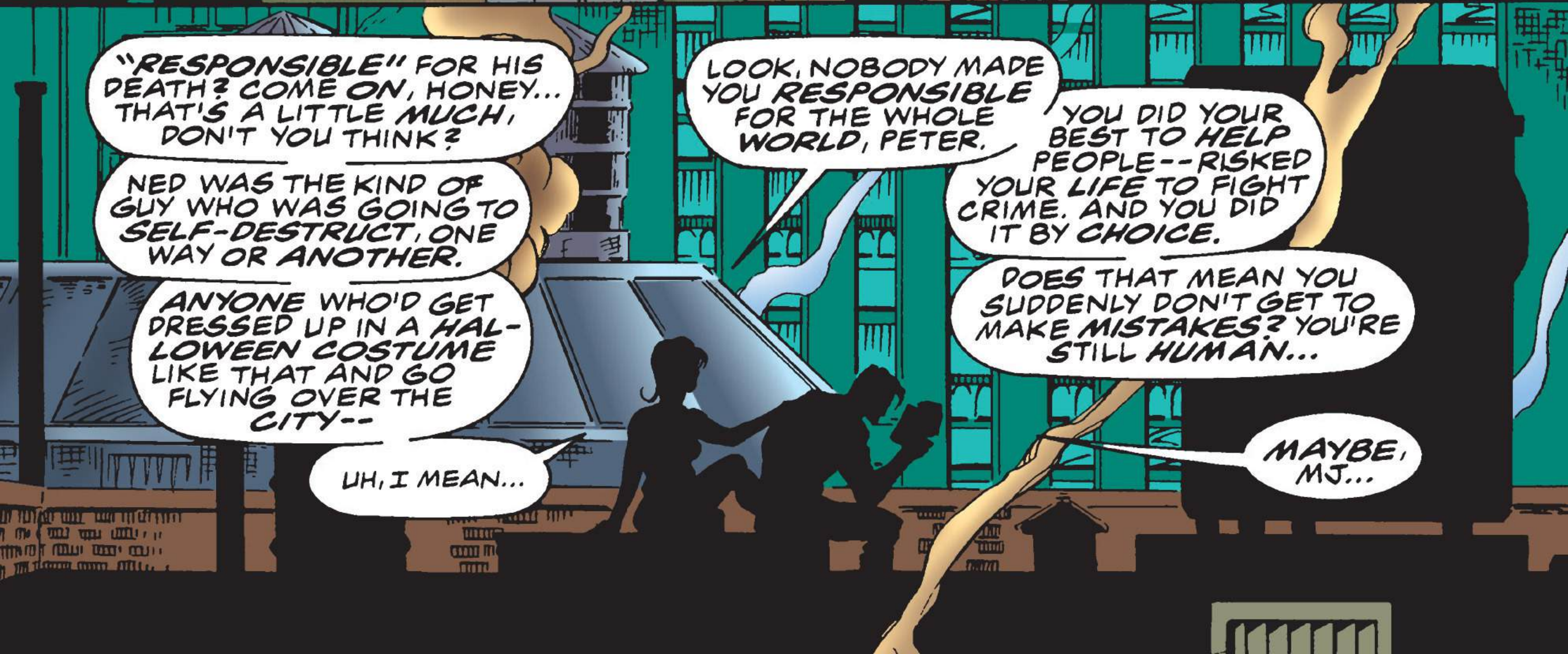
UH, I MEAN...

LOOK, NOBODY MADE YOU RESPONSIBLE FOR THE WHOLE WORLD, PETER.

YOU DID YOUR BEST TO HELP PEOPLE-- RISKED YOUR LIFE TO FIGHT CRIME. AND YOU DID IT BY CHOICE.

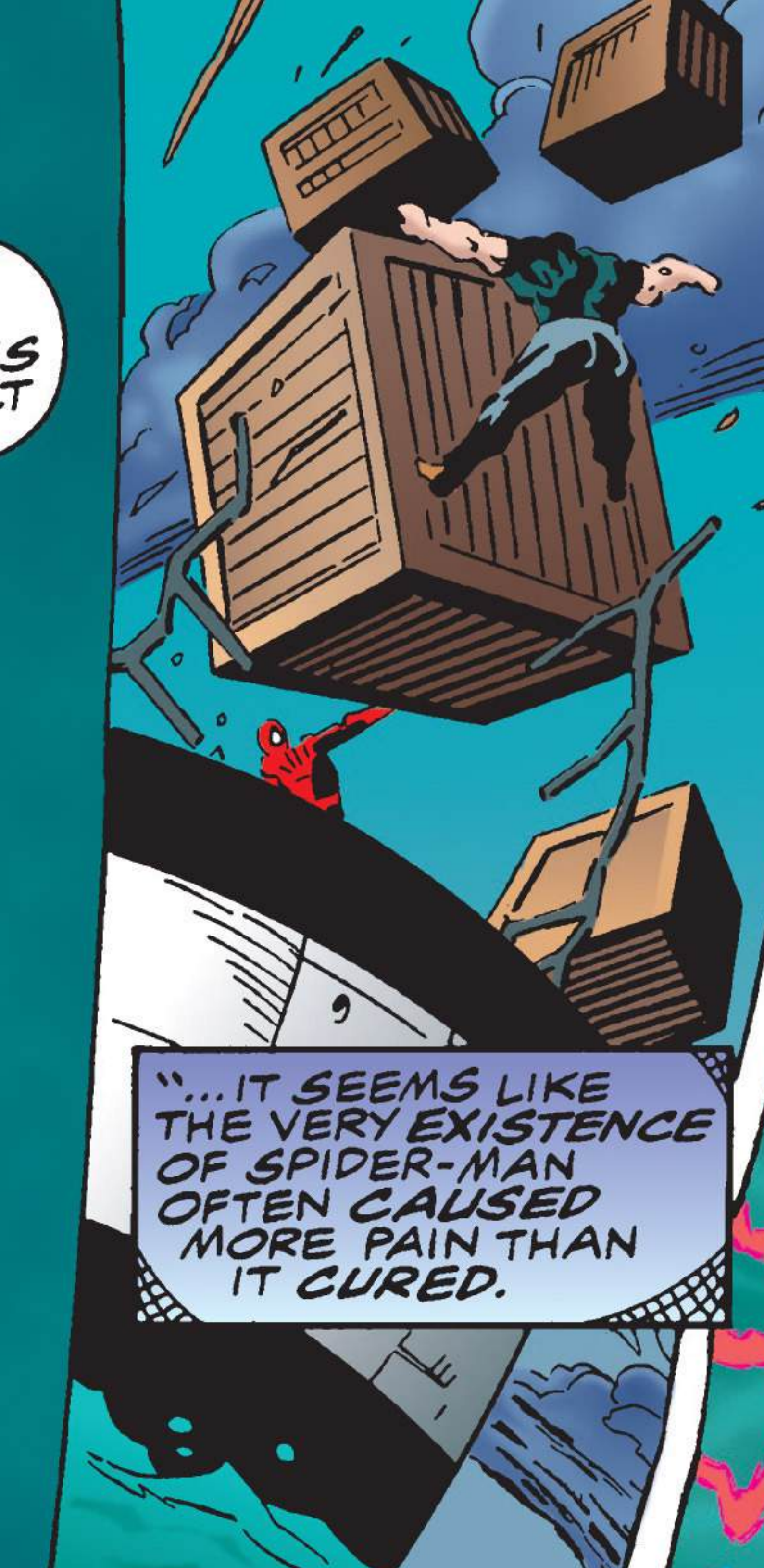
DOES THAT MEAN YOU SUDDENLY DON'T GET TO MAKE MISTAKES? YOU'RE STILL HUMAN...

MAYBE, MJ...





...BUT WHEN I
MADE MISTAKES,
THE REPERCUSSIONS
WEREN'T JUST FELT
BY ME...



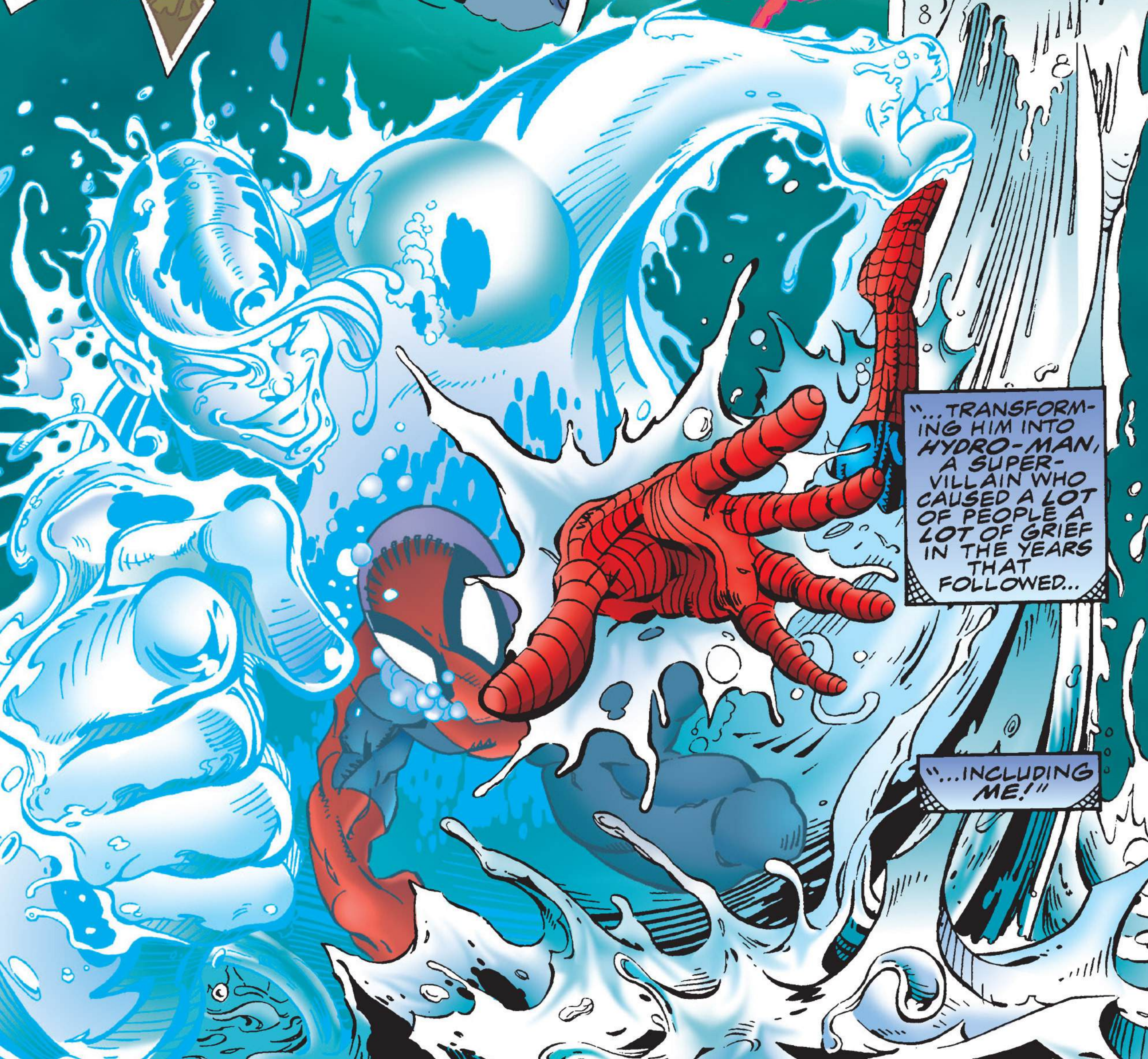
"...IT SEEMS LIKE
THE VERY EXISTENCE
OF SPIDER-MAN
OFTEN CAUSED
MORE PAIN THAN
IT CURED."



"LIKE THAT
NIGHT IN THE
ATLANTIC,
YEARS
AGO..."



"...WHEN I
TRIED TO
SNAG AN
ELECTRICAL
CABLE, AND
ENDED UP
KNOCKING
MORRIS
BENCH
INTO THE
IRRADIATED
WATER..."



"...TRANSFORM-
ING HIM INTO
HYDRO-MAN,
A SUPER-
VILLAIN WHO
CAUSED A LOT
OF PEOPLE A
LOT OF GRIEF
IN THE YEARS
THAT
FOLLOWED..."

"...INCLUDING
ME!"



BUT THIS MIGHT HAVE BEEN THE WORST MISTAKE I EVER MADE...

THE BEYONDER'S LITTLE "SECRET WAR" ON BATTLEWORLD HAD TAKEN ITS TOLL ON US HEROES...

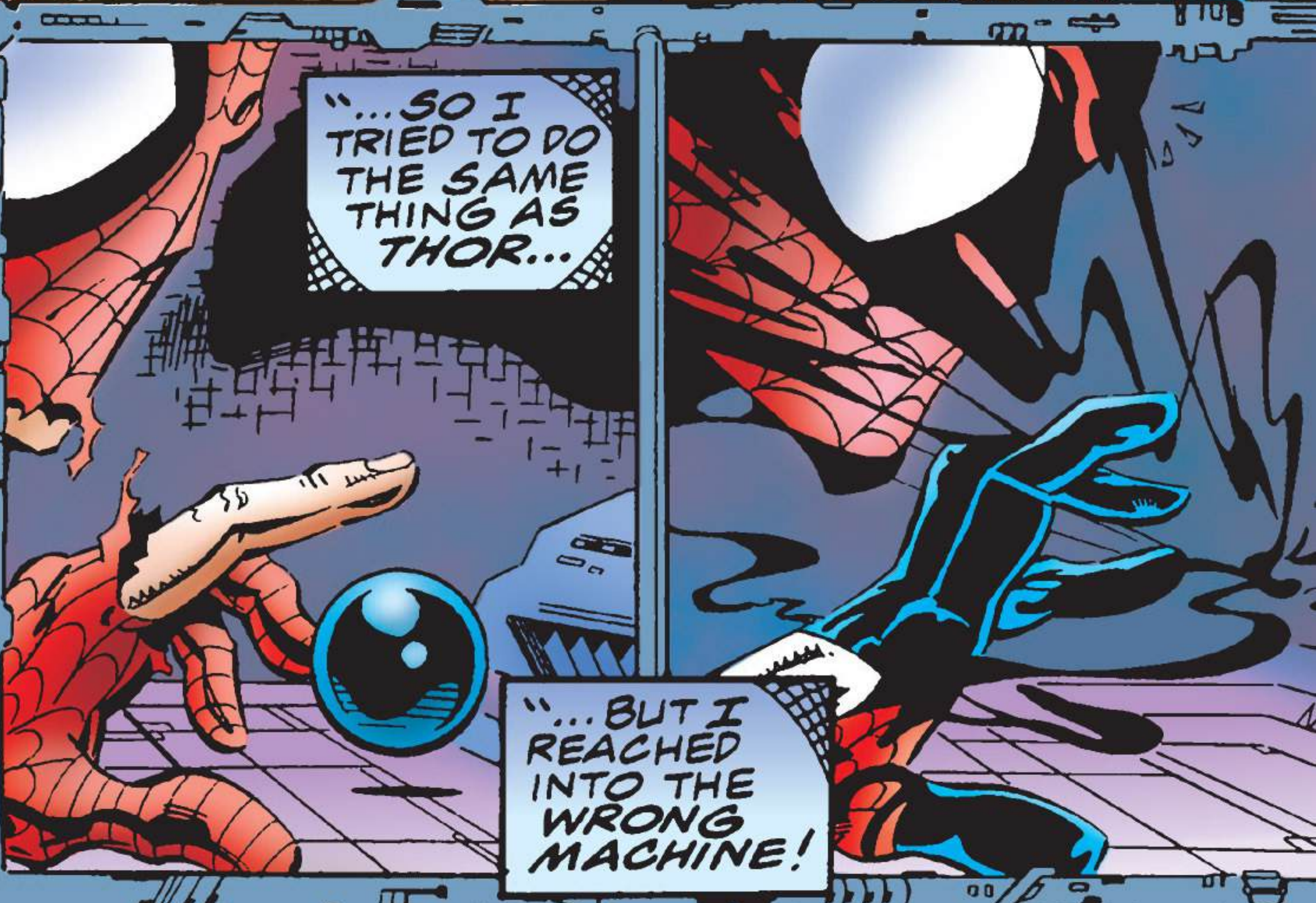
...EVEN THOR NEEDED TO GET HIMSELF A NEW CAPE AND HELMET FROM THIS BIZARRE MACHINE THAT REPLICATED FABRIC.

MY OWN COSTUME WAS IN PRETTY BAD SHAPE...

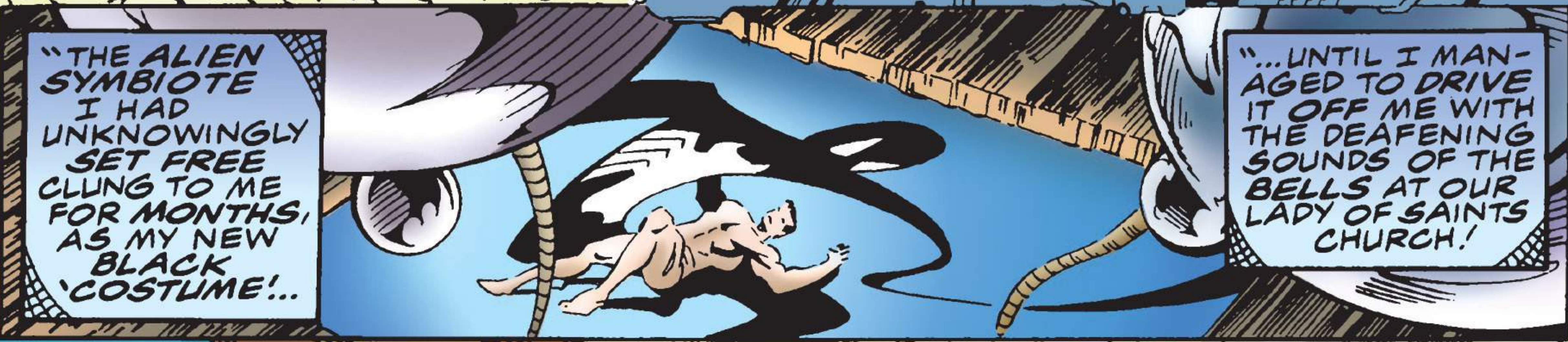
PHOTO FOR THE BUGLE BY P. PARKER
IS THIS THE NEW SPIDER-MAN?



"...SO I TRIED TO DO THE SAME THING AS THOR..."



"...BUT I REACHED INTO THE WRONG MACHINE!"



"THE ALIEN SYMBIOTE I HAD UNKNOWINGLY SET FREE CLUNG TO ME FOR MONTHS, AS MY NEW BLACK 'COSTUME!'..."

"...UNTIL I MANAGED TO DRIVE IT OFF ME WITH THE DEAFENING SOUNDS OF THE BELLS AT OUR LADY OF SAINTS CHURCH!"



"I THOUGHT I HAD PAID THE PRICE FOR MY LITTLE MISTAKE ON BATTLEWORLD..."

"THE SYMBIOTE WAITED IN THE CHURCH AND EVENTUALLY BONDED WITH DISGRUNTLED GLOBE REPORTER EDDIE BROCK, WHO WAS PRAYING AND CONTEMPLATING SUICIDE!"

"...BUT THE TROUBLE HADN'T EVEN BEGUN YET!"

"TOGETHER, BROCK AND THE ALIEN COSTUME BECAME..."

VENOM

"FUELED BY HIS DOUBLY-OBSESSIVE HATRED OF ME, VENOM DID WHATEVER HE COULD TO MAKE MY LIFE A LIVING HELL..."

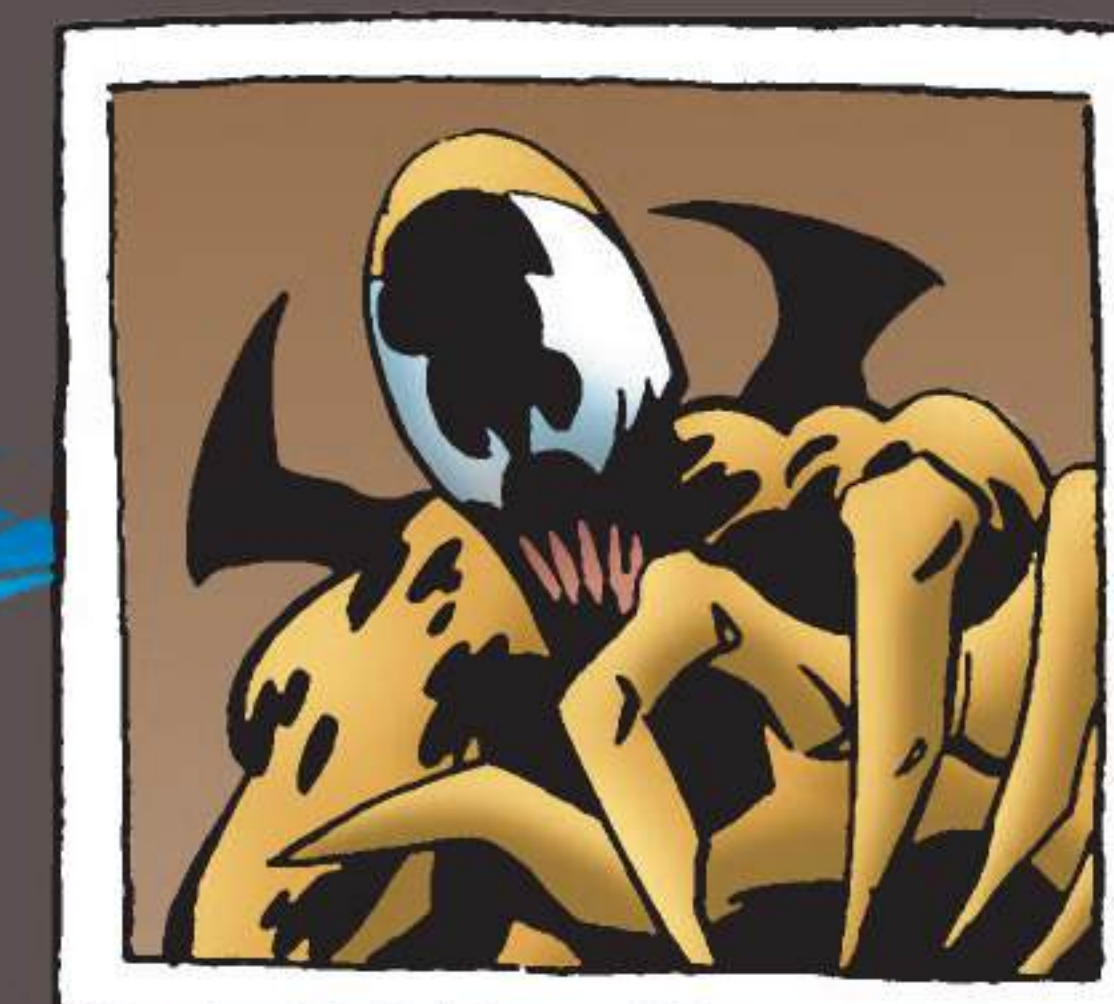
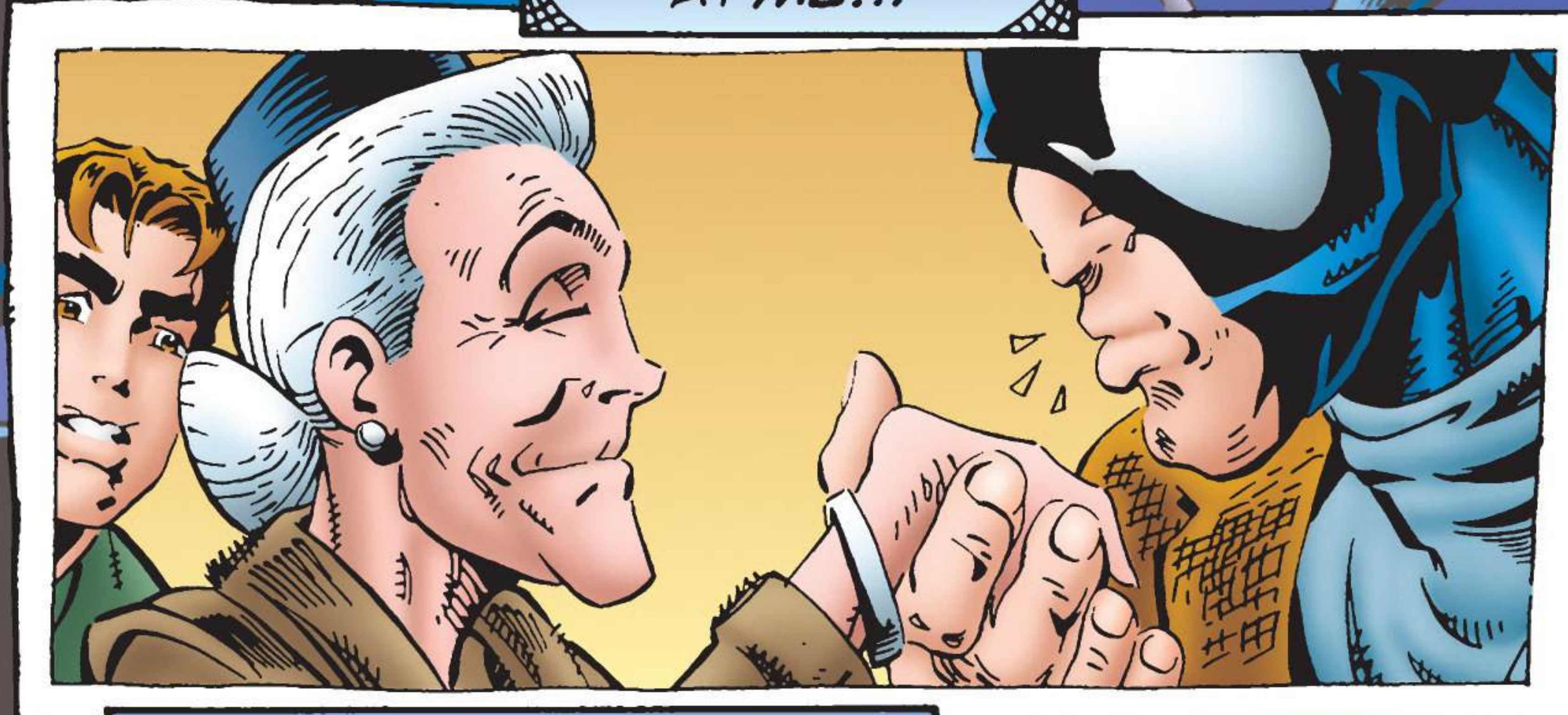
"...TERRORIZING YOU, MARY JANE..."

"...ENGAGING ME IN BATTLE AFTER SENSELESS BATTLE, ENDANGERING COUNTLESS INNOCENTS AND KILLING GOD KNOWS HOW MANY OTHERS BETWEEN OUR BOUTS..."

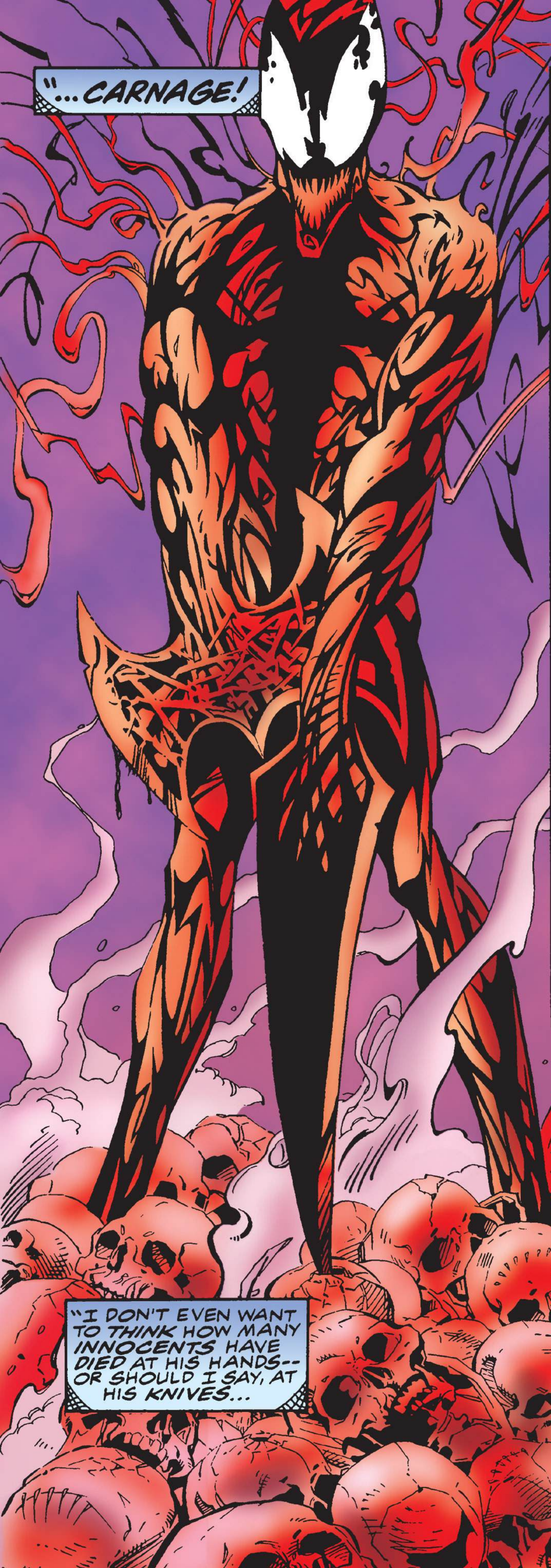
"...USING YOU AND AUNT MAY TO GET AT ME..."

"...AND EVENTUALLY SPAWNING SIX SYMBIOTE OFFSPRING-- FIVE OF WHICH MERGED WITH HUMANS OBSESSED WITH HUNTING VENOM DOWN..."

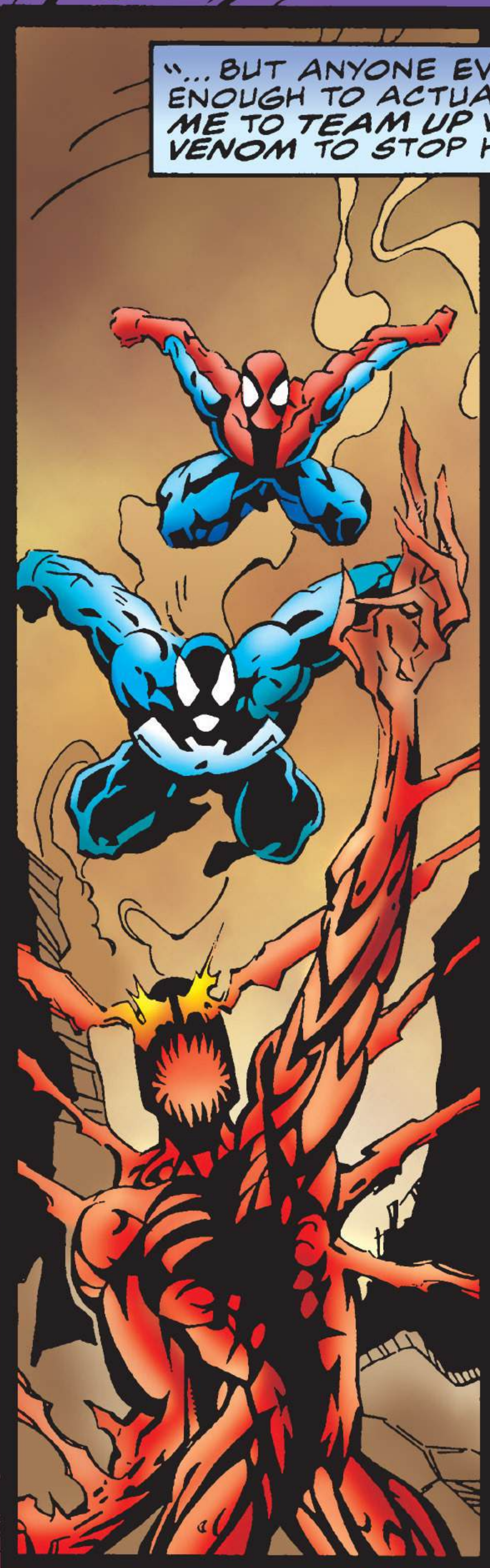
"...AND THEIR HORRIFIC BROTHER, THE WORST, MOST DANGEROUS SYMBIOTE OF ALL..."



"...CARNAGE!"



"... BUT ANYONE EVIL ENOUGH TO ACTUALLY GET ME TO TEAM UP WITH VENOM TO STOP HIM..."



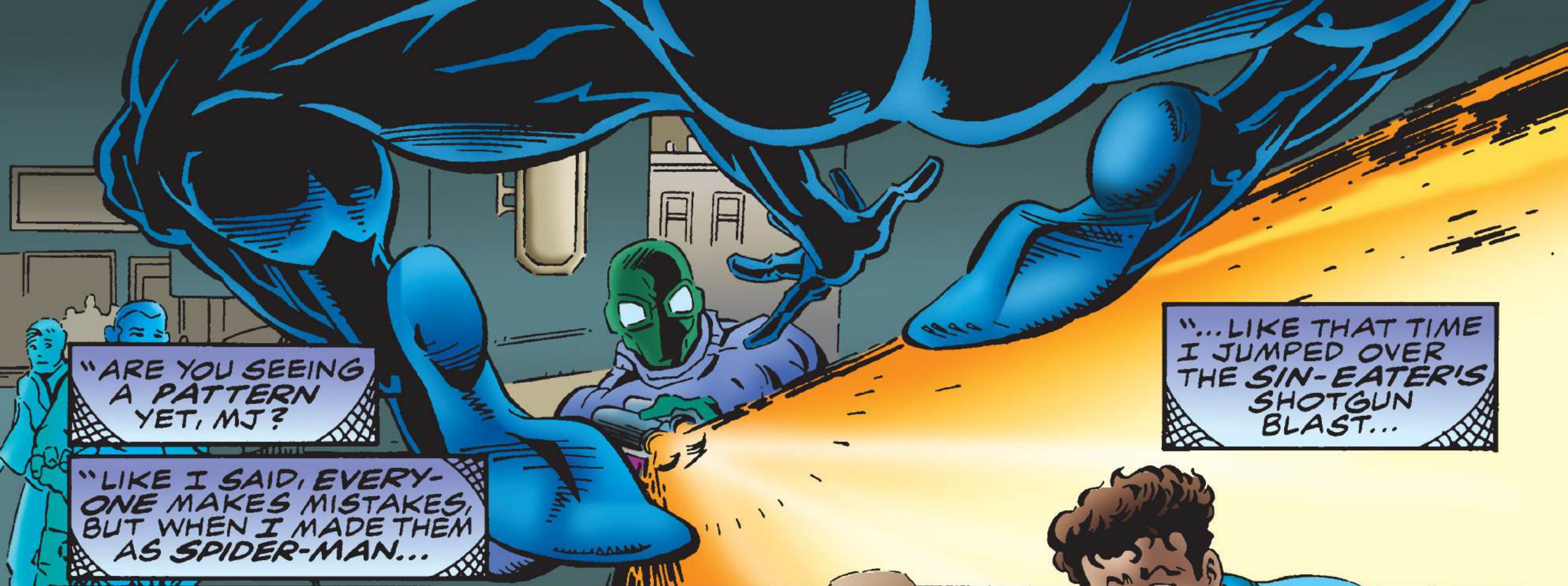
"...WELL, THAT'S PRETTY NASTY, LET ME TELL YOU."



"I DON'T EVEN WANT TO THINK HOW MANY INNOCENTS HAVE DIED AT HIS HANDS-- OR SHOULD I SAY, AT HIS KNIVES..."



"AND ALL THANKS TO MY STUPID MISTAKE."



"ARE YOU SEEING A PATTERN YET, MJ?"

"...LIKE THAT TIME I JUMPED OVER THE SIN-EATER'S SHOTGUN BLAST..."

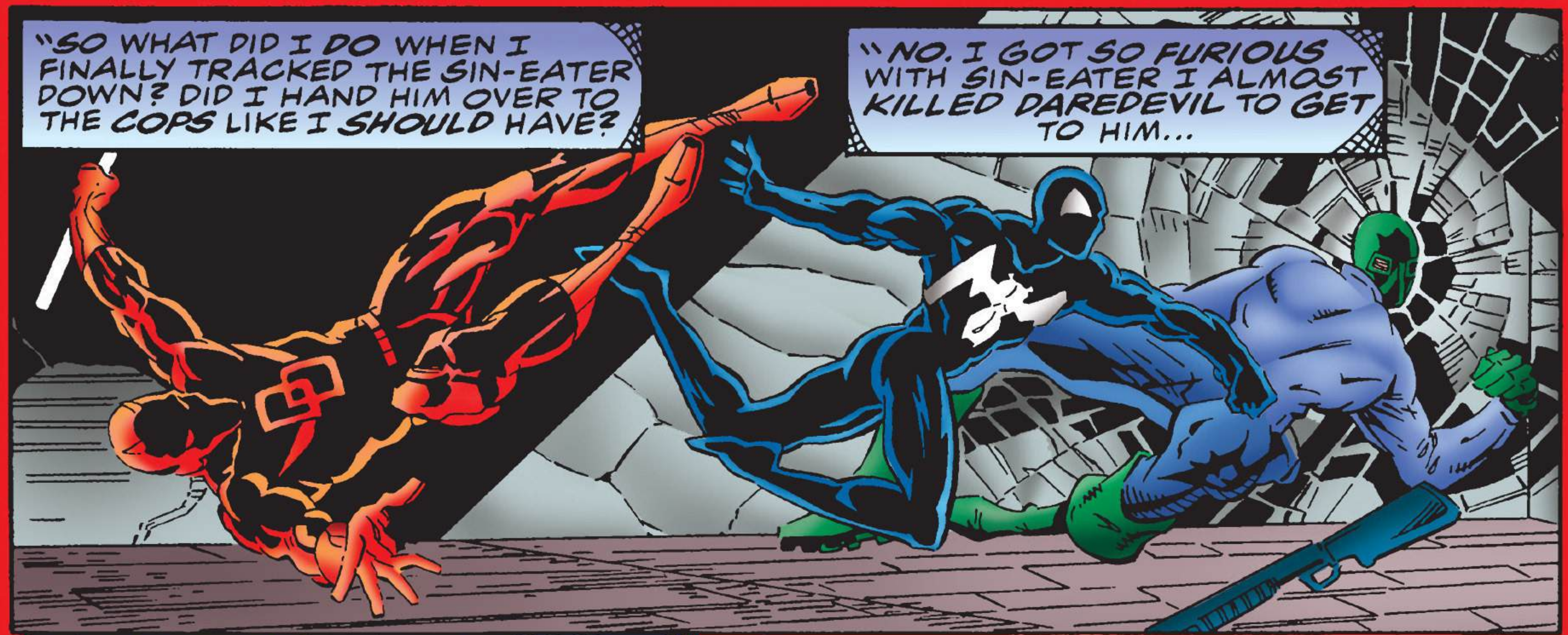
"LIKE I SAID, EVERYONE MAKES MISTAKES, BUT WHEN I MADE THEM AS SPIDER-MAN..."



"...I WASN'T THE ONE WHO SUFFERED."

"IT WAS ALWAYS OTHERS. ALWAYS..."

"...THE INNOCENTS."

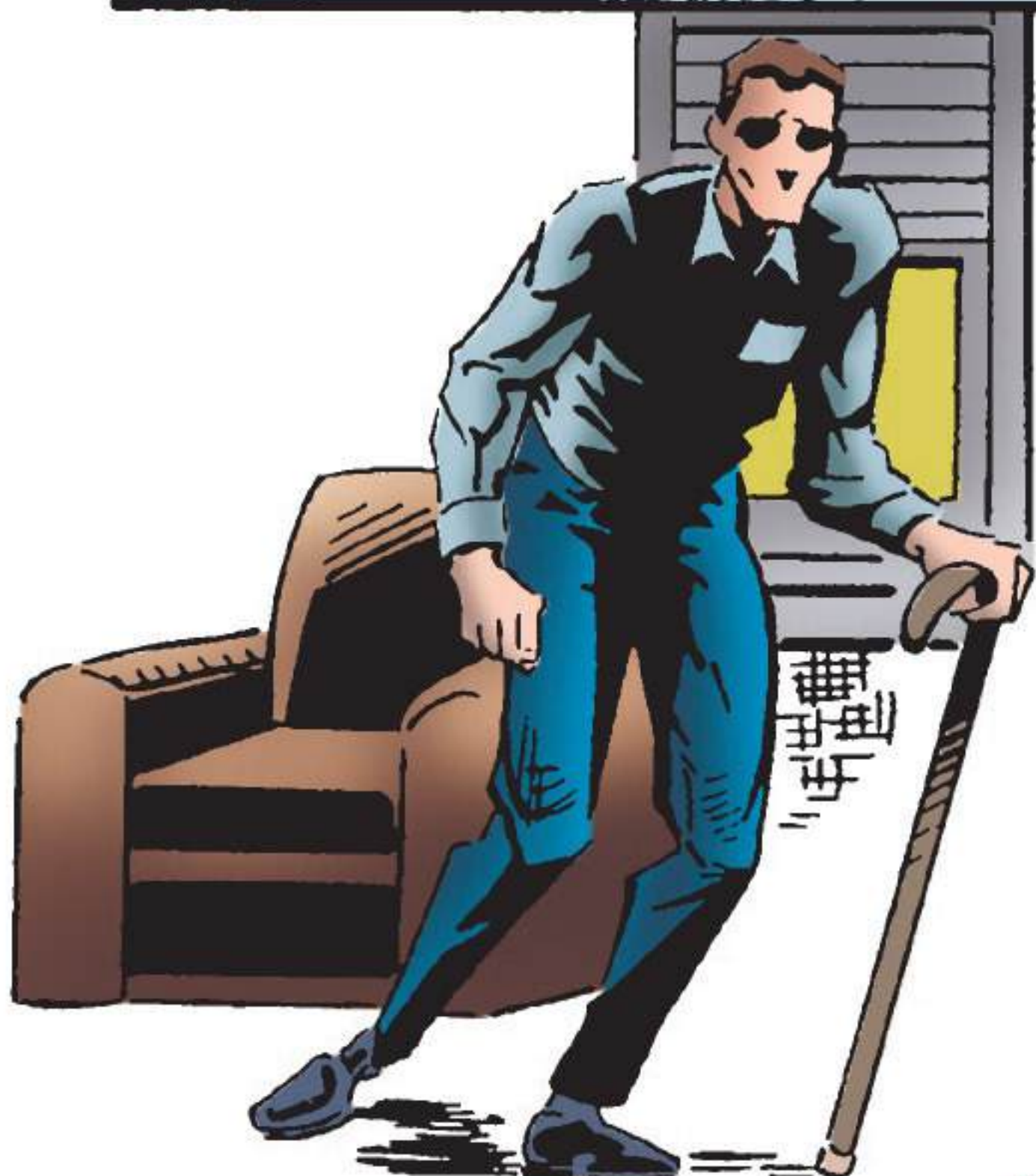


"SO WHAT DID I DO WHEN I FINALLY TRACKED THE SIN-EATER DOWN? DID I HAND HIM OVER TO THE COPS LIKE I SHOULD HAVE?"

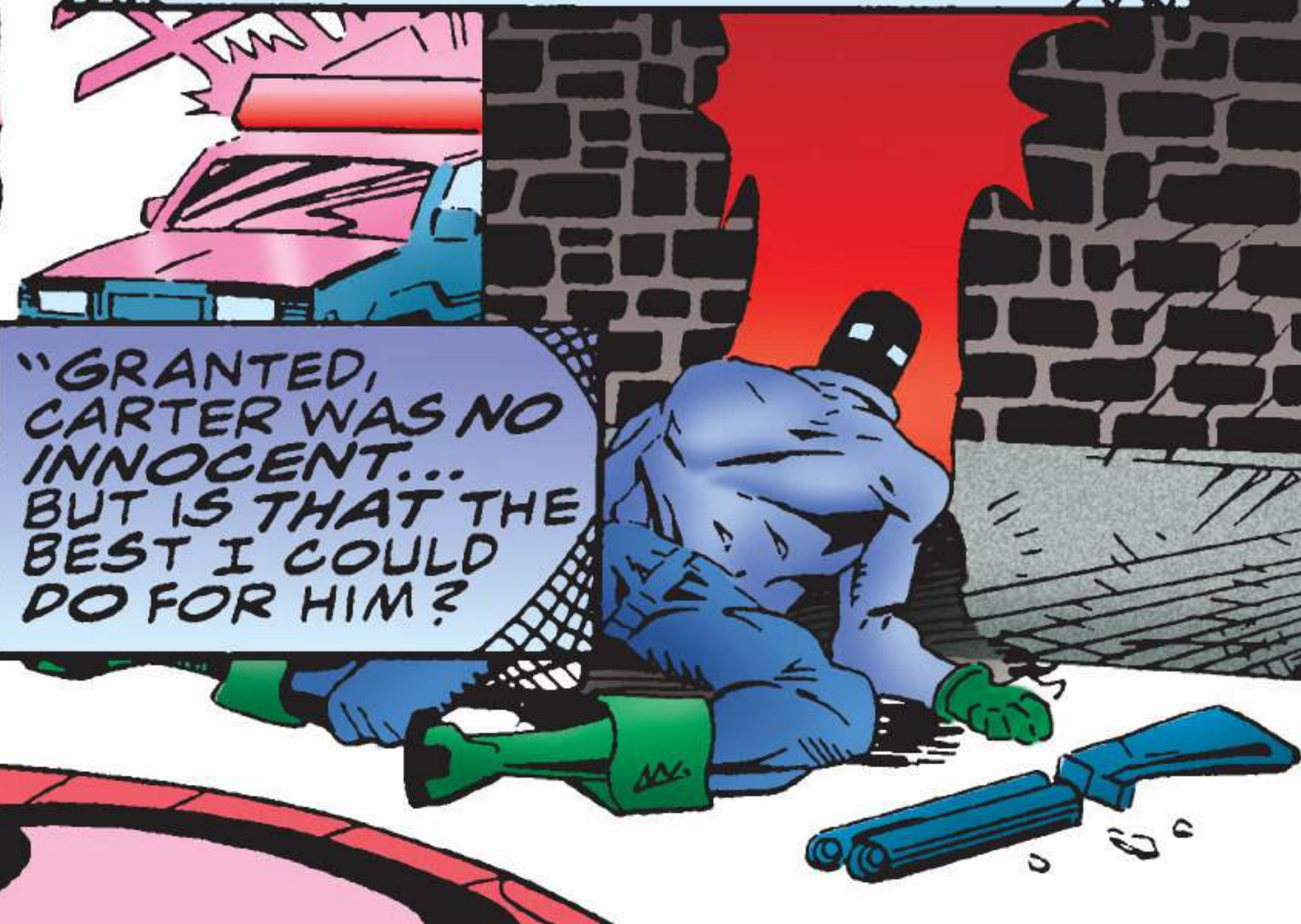
"NO. I GOT SO FURIOUS WITH SIN-EATER I ALMOST KILLED DAREDEVIL TO GET TO HIM..."

"...AND IT WAS ONLY LATER THAT I FOUND OUT THE BEATING I GAVE STAN CARTER--THE SIN-EATER-- WAS SO BRUTAL THAT IT HAD CRIPPLED HIM!"

"LATER, HE HELD A KID HOSTAGE WITH AN UNLOADED SHOTGUN, GOADING THE POLICE INTO GUNNING HIM DOWN."



"GRANTED, CARTER WAS NO INNOCENT... BUT IS THAT THE BEST I COULD DO FOR HIM?"





"BAD JUDGMENT, MARY JANE..."

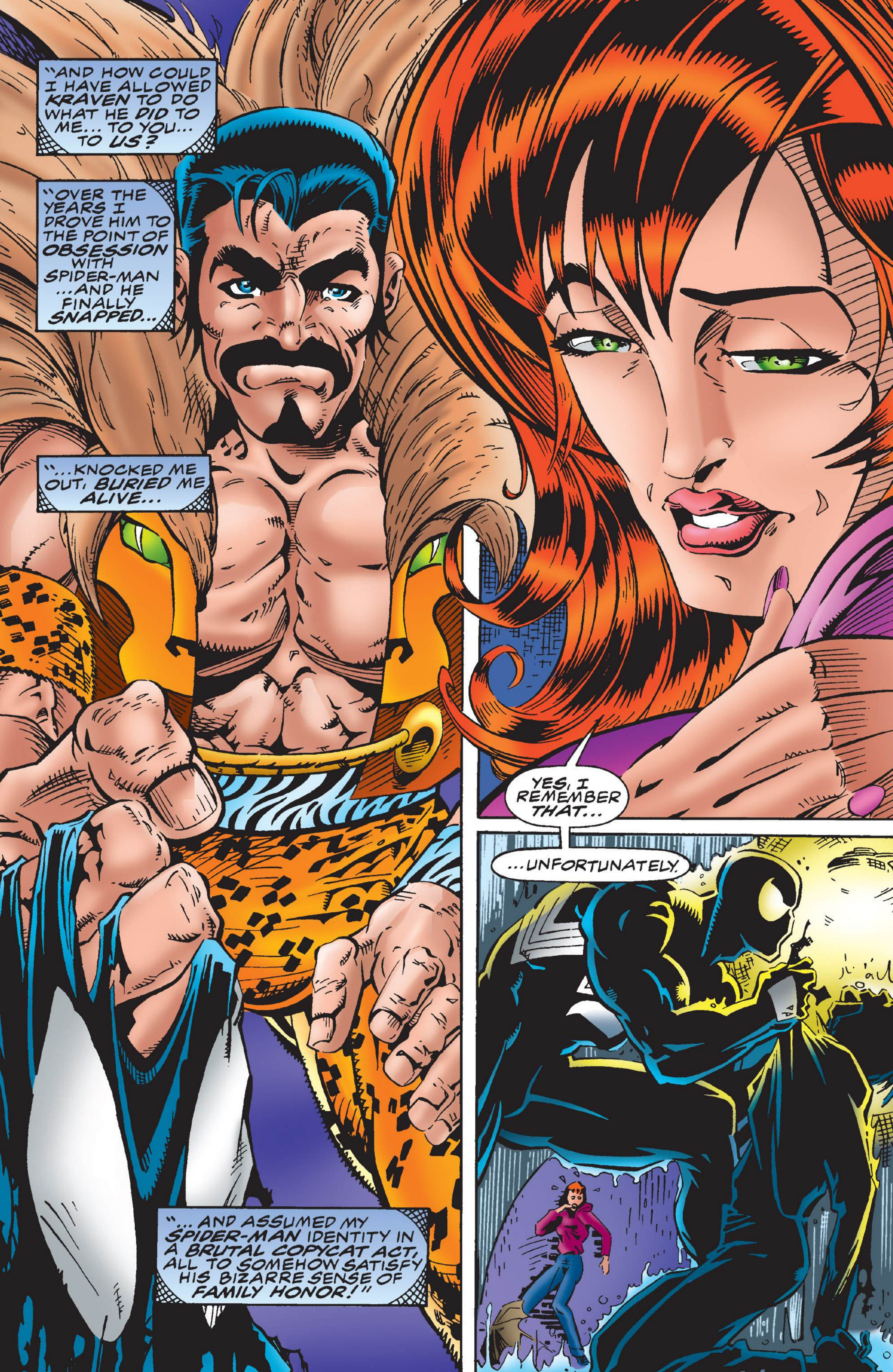
"...THAT'S MY LEGACY AS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN FILL-IN."

"WHAT ELSE BESIDES BAD JUDGMENT--BASED ON MEMORIES AND KNOWLEDGE THAT WERE ARTIFICIALLY IMPLANTED IN MY BRAIN--COULD ACCOUNT FOR ALL THESE MISTAKES?"

"IT WAS MY INTERFERENCE, MY DOUBTS THAT CAUSED THE PUMA TO FAIL IN HIS QUEST TO DEFEAT THE BEYONDER--THE SUPER-BEING WHO MAY HAVE GONE ON TO ALTER OUR VERY REALITY WITHOUT US KNOWING IT!"

"IT WAS MY FAILURE TO CONSIDER THE CONSEQUENCES WHEN I ASKED DOCTOR STRANGE TO REMOVE THE BLACK CAT'S BAD LUCK INFLUENCE THAT HAD BEEN DOGGING ME FOR WEEKS..."

"...WHICH CAUSED MY, ER... FRIEND, THE CAT HERSELF, TO LOSE HER OWN BAD LUCK POWERS AT THE WORST POSSIBLE TIME --AND TO SUFFER A HORRIBLE BEATING!"



"AND HOW COULD I HAVE ALLOWED KRAVEN TO DO WHAT HE DID TO ME... TO YOU... TO US?"

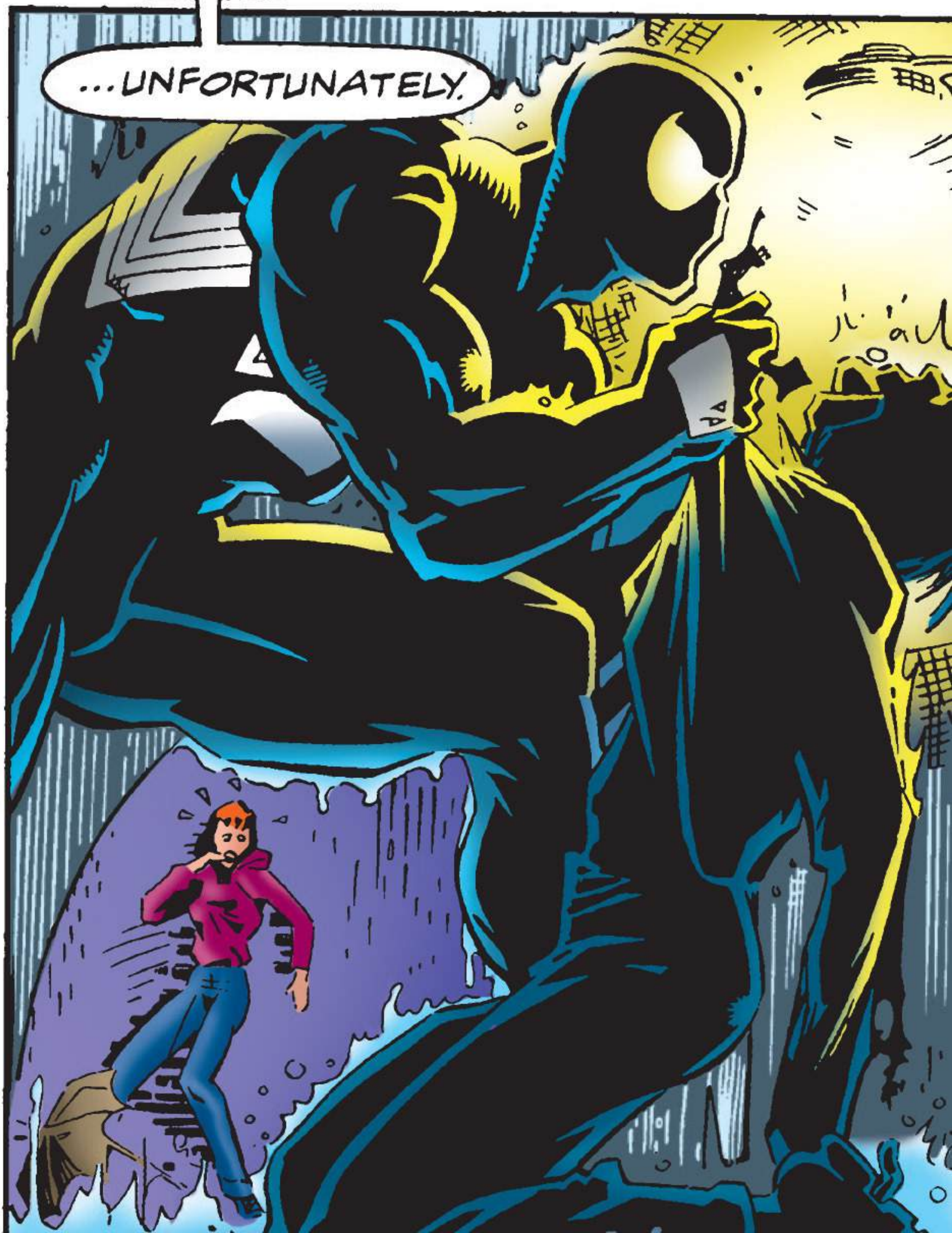
"OVER THE YEARS I DROVE HIM TO THE POINT OF OBSESSION WITH SPIDER-MAN ...AND HE FINALLY SNAPPED..."

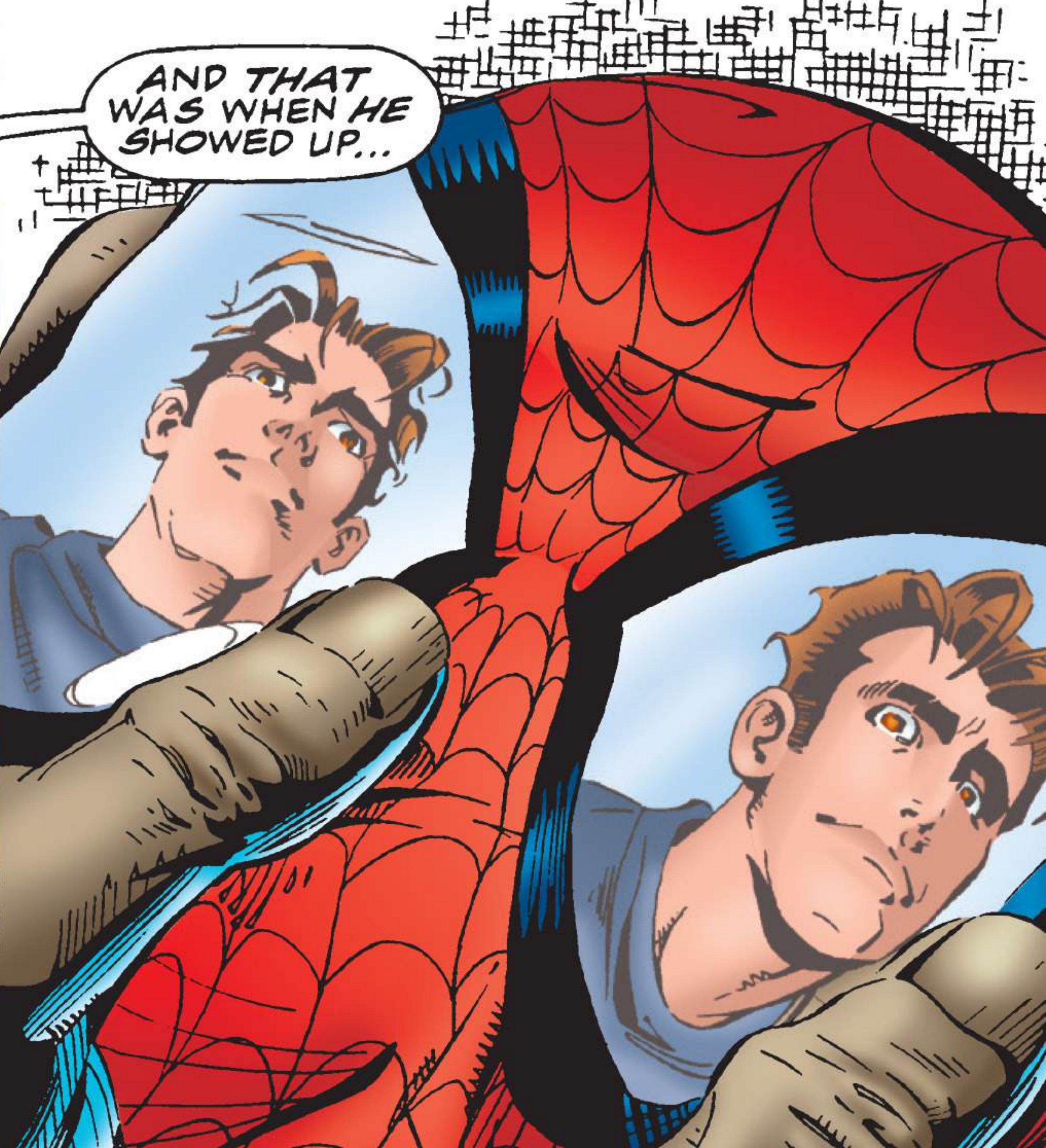
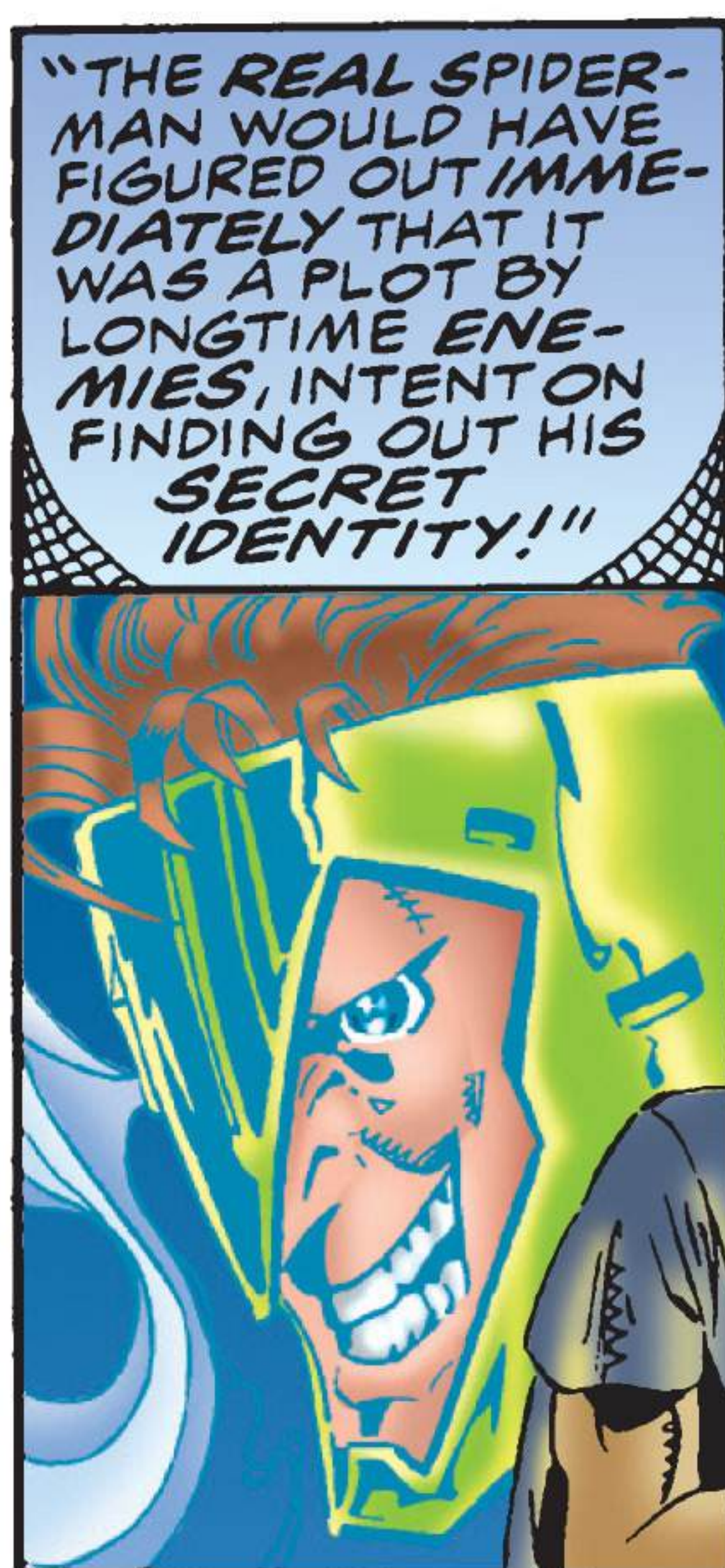
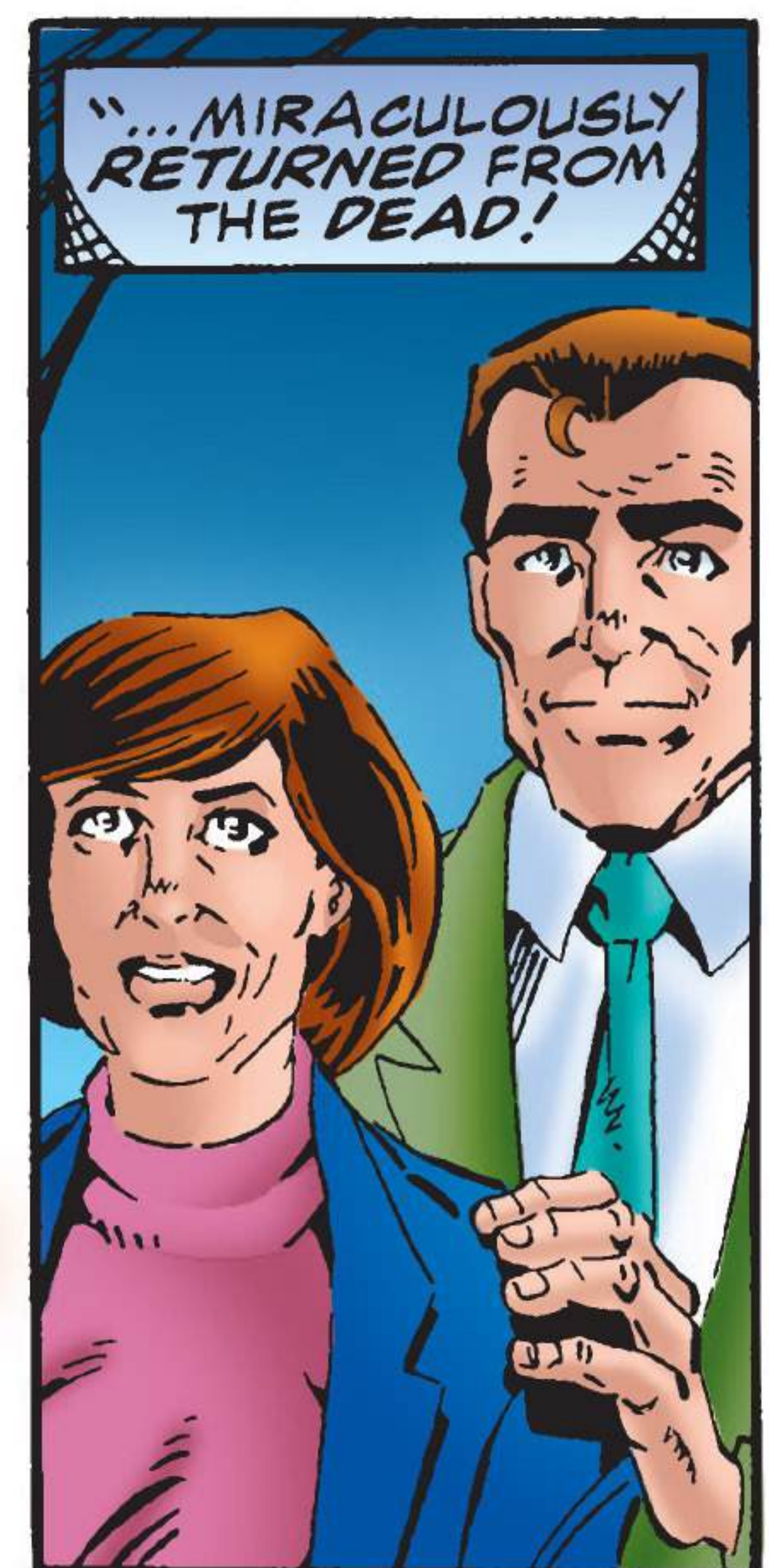
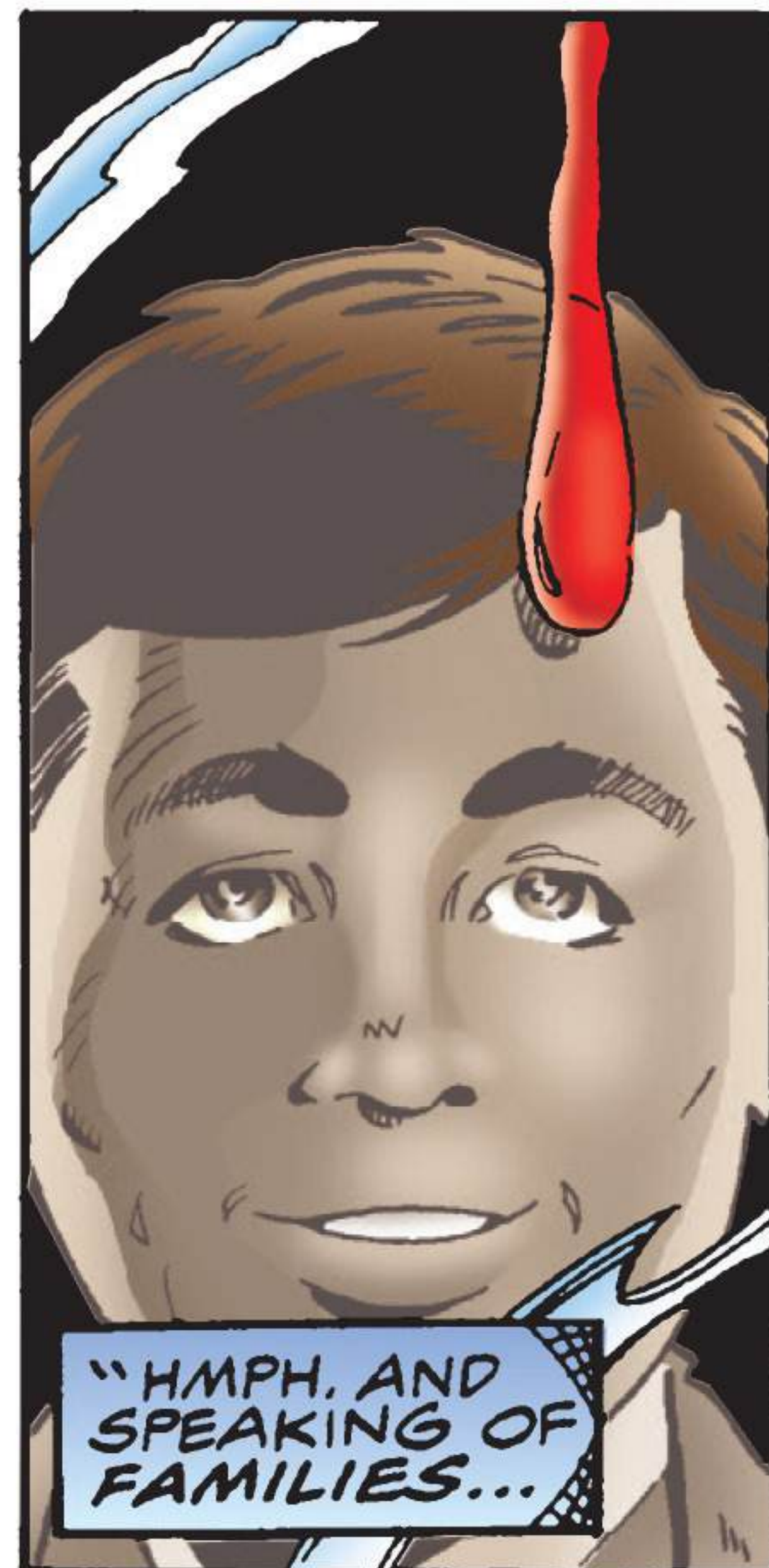
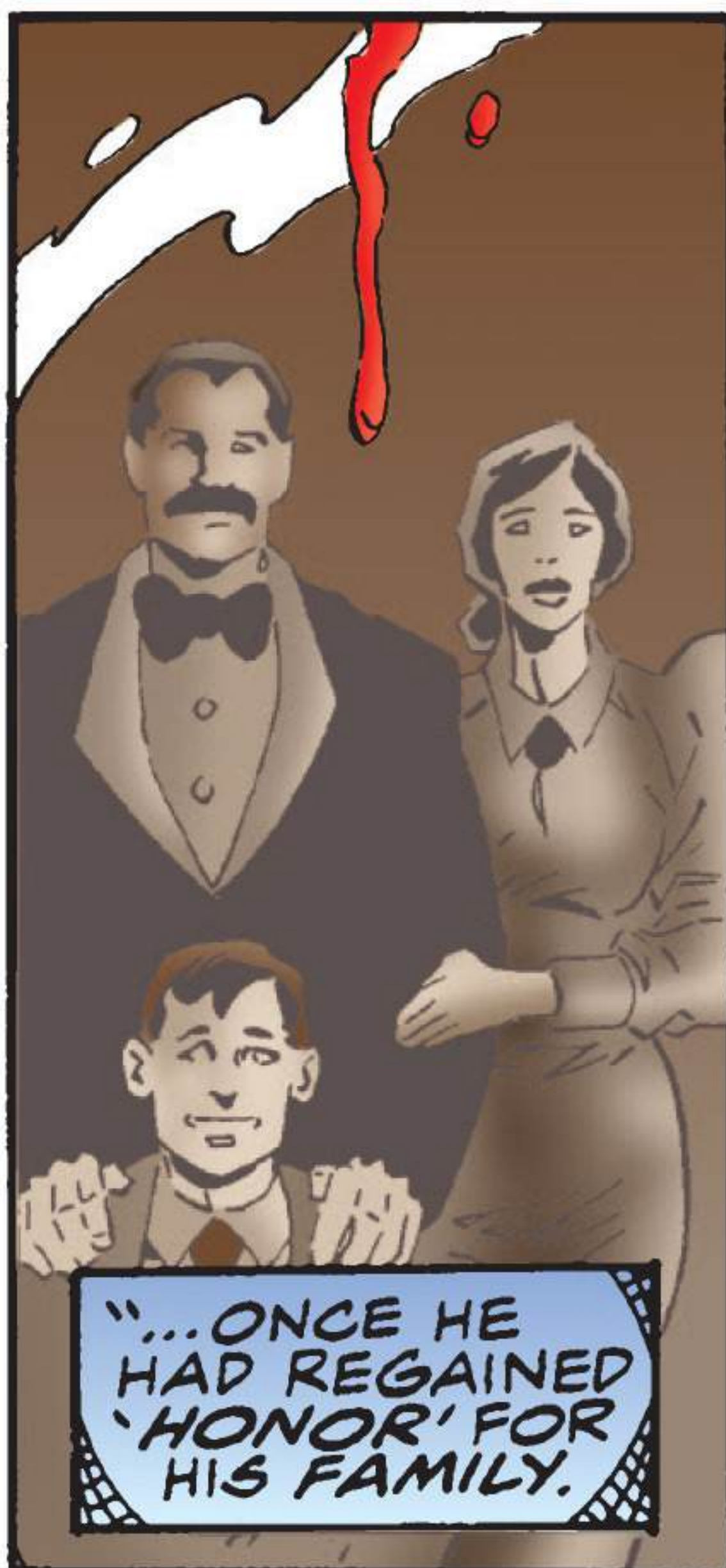
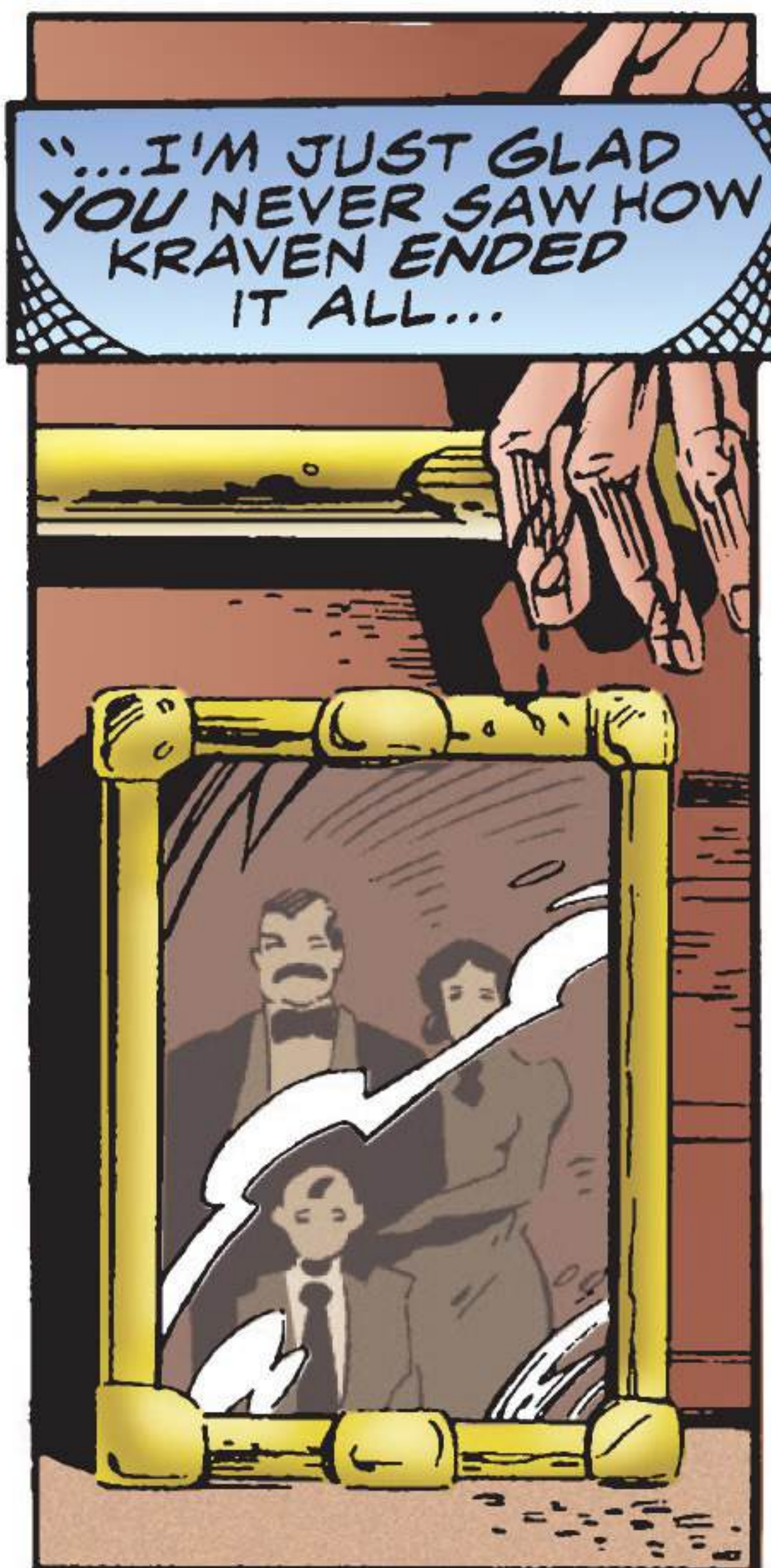
"...KNOCKED ME OUT, BURIED ME ALIVE..."

YES, I REMEMBER THAT...

"... AND ASSUMED MY SPIDER-MAN IDENTITY IN A BRUTAL COPYCAT ACT, ALL TO SOMEHOW SATISFY HIS BIZARRE SENSE OF FAMILY HONOR!"

...UNFORTUNATELY.





"...BEN
REILLY..."

"...THE GUY WHO
THOUGHT HE WAS
THE CLONE OF
SPIDER-MAN!"

"...AND I ASSUMED HE
WAS JUST ANOTHER
TRICK, ANOTHER BAD
JOKE ON THE PART OF
SOME TWO-BIT VILLAIN
LIKE THE JACKAL."

"WELL, I GOT THE
JACKAL PART RIGHT,
ANYWAY."

"BUT BEN WAS
NO JOKE."

"HE WAS THE REAL,
HONEST-TO-GOODNESS
SPIDER-MAN...THOUGH
NEITHER OF US KNEW
THAT YET..."

"...AND IT DIDN'T
TAKE LONG BEFORE
HE HAD LEFT HIS
FIVE YEARS OF
EXILE BEHIND..."

"...AND TOOK TO
WEB-SLINGING
AGAIN, AS THE

SCARLET SPIDER

"WELL, I DIDN'T
EVEN BELIEVE THAT
MUCH, CONSIDERING
WHAT I'D JUST
BEEN THROUGH
WITH 'MOM' AND
'DAD'..."



"IF THERE WAS ANY DOUBT THAT BEN IS 100% SPIDER-MAN, I THINK THOSE WERE ERASED WHEN HE SINGLE-HANDEDLY THRASHED VENOM..."

"...SOMETHING I WAS NEVER ABLE TO DO ALONE!"

"THEN IT REALLY STARTED... THE CLONE MADNESS TOOK OVER OUR ENTIRE LIVES..."

"...AND THANKS TO THE REJUVENATED JACKAL, CLONES STARTED APPEARING EVERYWHERE..."

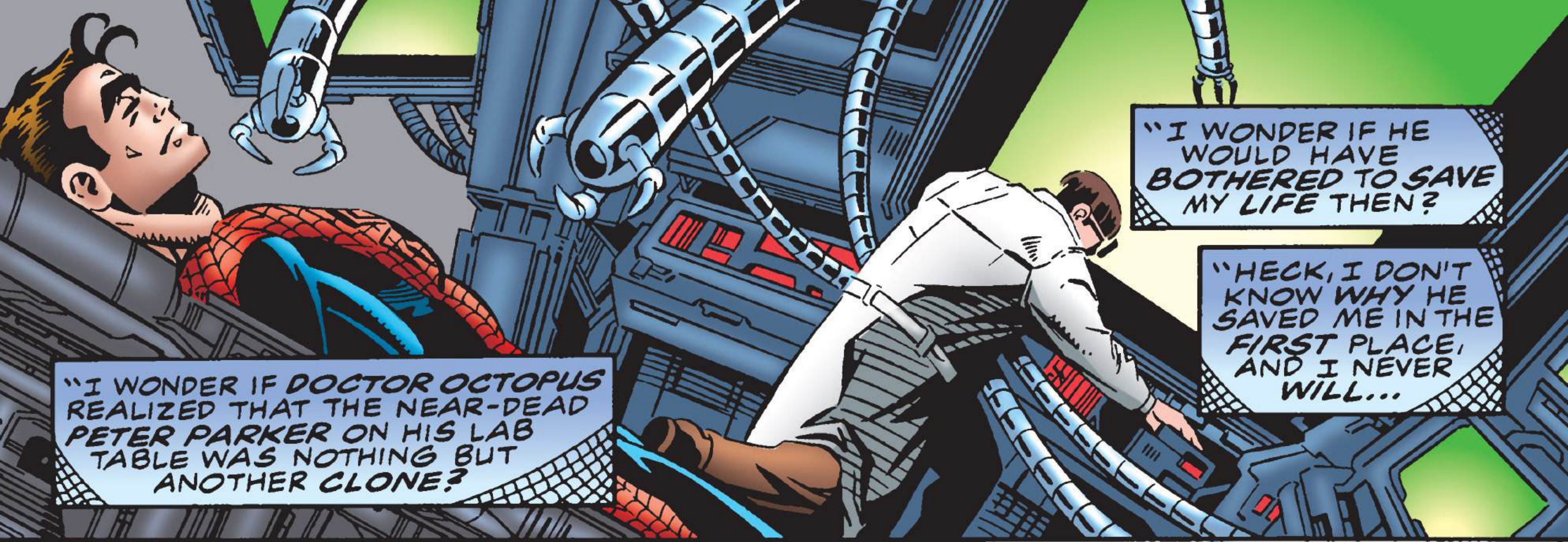
"...AUGMENTED SPIDER-MAN CLONES SUCH AS SPIDERCLIDE..."

"...GWEN STACY CLONES..."

"...JACKAL CLONES..."

"...EVEN THE ORIGINAL SPIDEY CLONE... THE BRUTAL, UNFORGIVING KAINE!"

"BEFORE IT WAS OVER, BEN AND I WERE LITERALLY SWIMMING IN CLONES."



"I WONDER IF DOCTOR OCTOPUS REALIZED THAT THE NEAR-DEAD PETER PARKER ON HIS LAB TABLE WAS NOTHING BUT ANOTHER CLONE?"

"I WONDER IF HE WOULD HAVE BOTHERED TO SAVE MY LIFE THEN?"

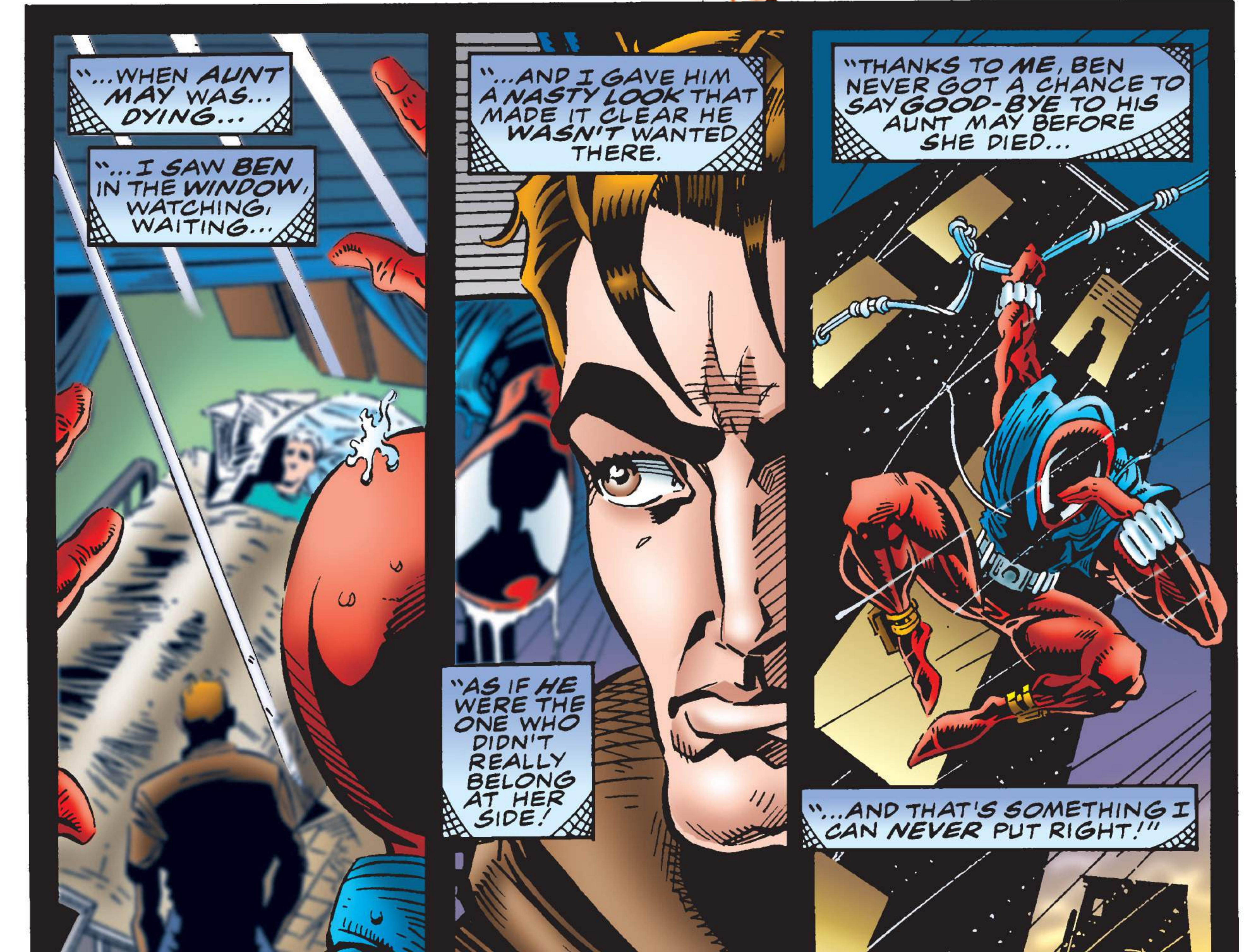
"HECK, I DON'T KNOW WHY HE SAVED ME IN THE FIRST PLACE, AND I NEVER WILL..."



"...BECAUSE SHORTLY THEREAFTER, KAINE KILLED HIM!"

"AND I WAS ABLE TO DO NOTHING TO PREVENT THAT."

"STILL, NONE OF THOSE THINGS HAUNT ME QUITE LIKE THIS ONE DOES..."



"...WHEN AUNT MAY WAS... DYING..."

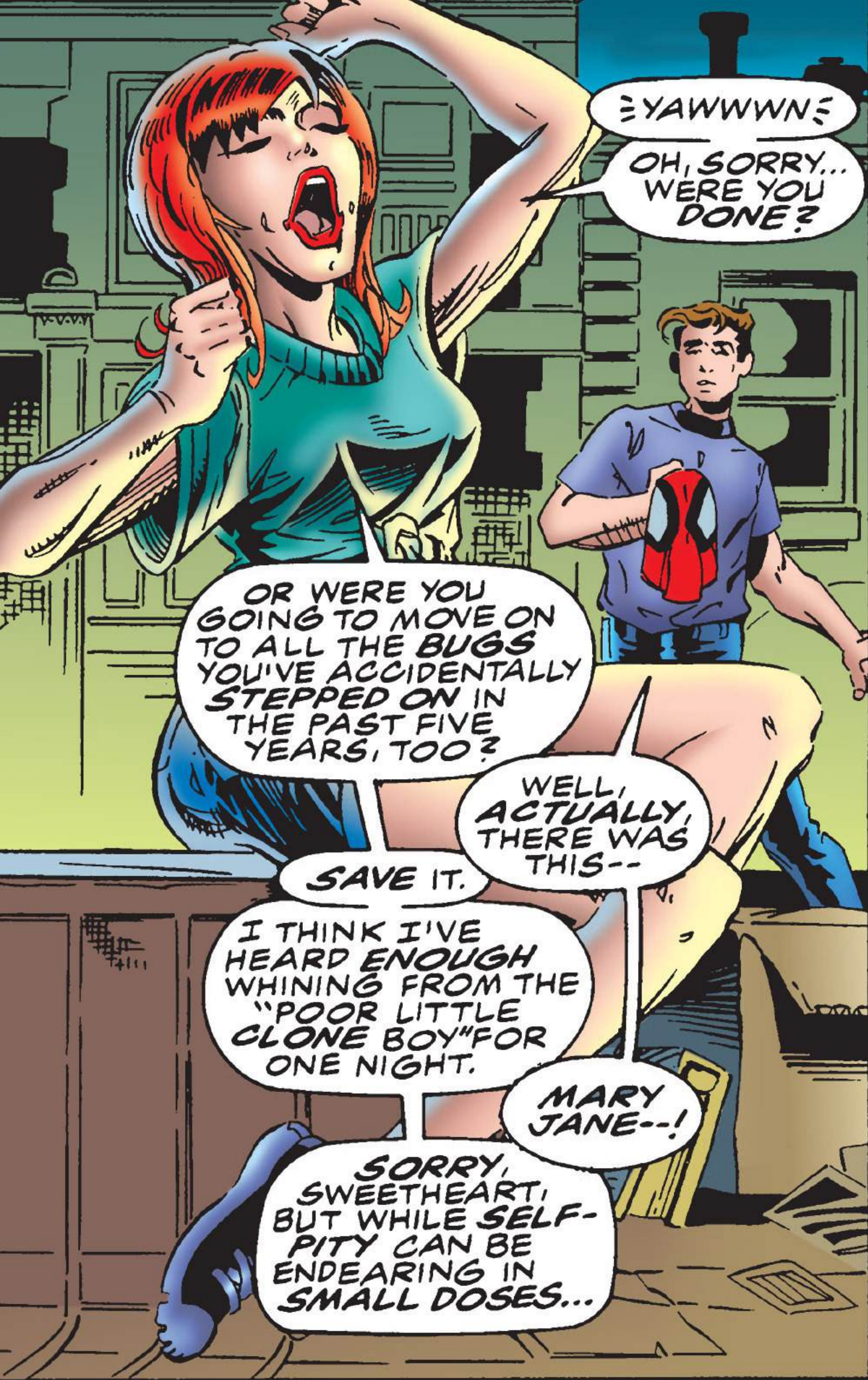
"...I SAW BEN IN THE WINDOW, WATCHING, WAITING..."

"...AND I GAVE HIM A NASTY LOOK THAT MADE IT CLEAR HE WASN'T WANTED THERE."

"AS IF HE WERE THE ONE WHO DIDN'T REALLY BELONG AT HER SIDE!"

"THANKS TO ME, BEN NEVER GOT A CHANCE TO SAY GOOD-BYE TO HIS AUNT MAY BEFORE SHE DIED..."

"...AND THAT'S SOMETHING I CAN NEVER PUT RIGHT!"



YAWWWN

OH, SORRY...
WERE YOU
DONE?

OR WERE YOU
GOING TO MOVE ON
TO ALL THE BUGS
YOU'VE ACCIDENTALLY
STEPPED ON IN
THE PAST FIVE
YEARS, TOO?

WELL,
ACTUALLY,
THERE WAS
THIS--

SAVE IT.

I THINK I'VE
HEARD ENOUGH
WHINING FROM THE
"POOR LITTLE
CLONE BOY" FOR
ONE NIGHT.

MARY
JANE--!

SORRY,
SWEETHEART,
BUT WHILE SELF-
PITY CAN BE
ENDEARING IN
SMALL DOSES...



...AFTER A WHILE
IT CAN REALLY SUCK.
AND GUESS WHAT.

YOU PASSED
"AFTER A
WHILE" ABOUT
THIRTY PHOTOS
AGO.

IN FACT, IT SEEMS
TO ME THERE'S A BUNCH
OF SNAPSHOTS IN HERE
YOU PURPOSELY DIDN'T
PULL OUT...



...LIKE
THESE, FOR
EXAMPLE.

BRING
BACK ANY
MEMORIES?

LIKE THE TIME
YOU AND THE THING
BEAT UP THAT BASI-
LISK GUY AND-- OH,
YEAH-- SAVED
CIVILIZATION AS
WE KNOW IT?



"AND SPEAKING OF THE THING, WASN'T IT YOU WHO HELPED HIM RESCUE ADAM WARLOCK AND PREVENT THE STARS FROM BEING SNUFFED OUT?"

"WELL, YES, BUT--"

"WHAT, TOO COSMIC FOR YOU? OKAY, HOW ABOUT THE TIME YOU TEAMED UP WITH ME, THEN... AND WE HELPED THE MAN-THING ESCAPE FROM A CIRCUS EXHIBIT..."

"...AND RETURNED HIM TO THE SWAMP HE CALLS HOME?"

"OKAY, I ADMIT IT... I ONLY THREW THAT ONE IN BECAUSE I WAS ACTUALLY THERE FOR IT."



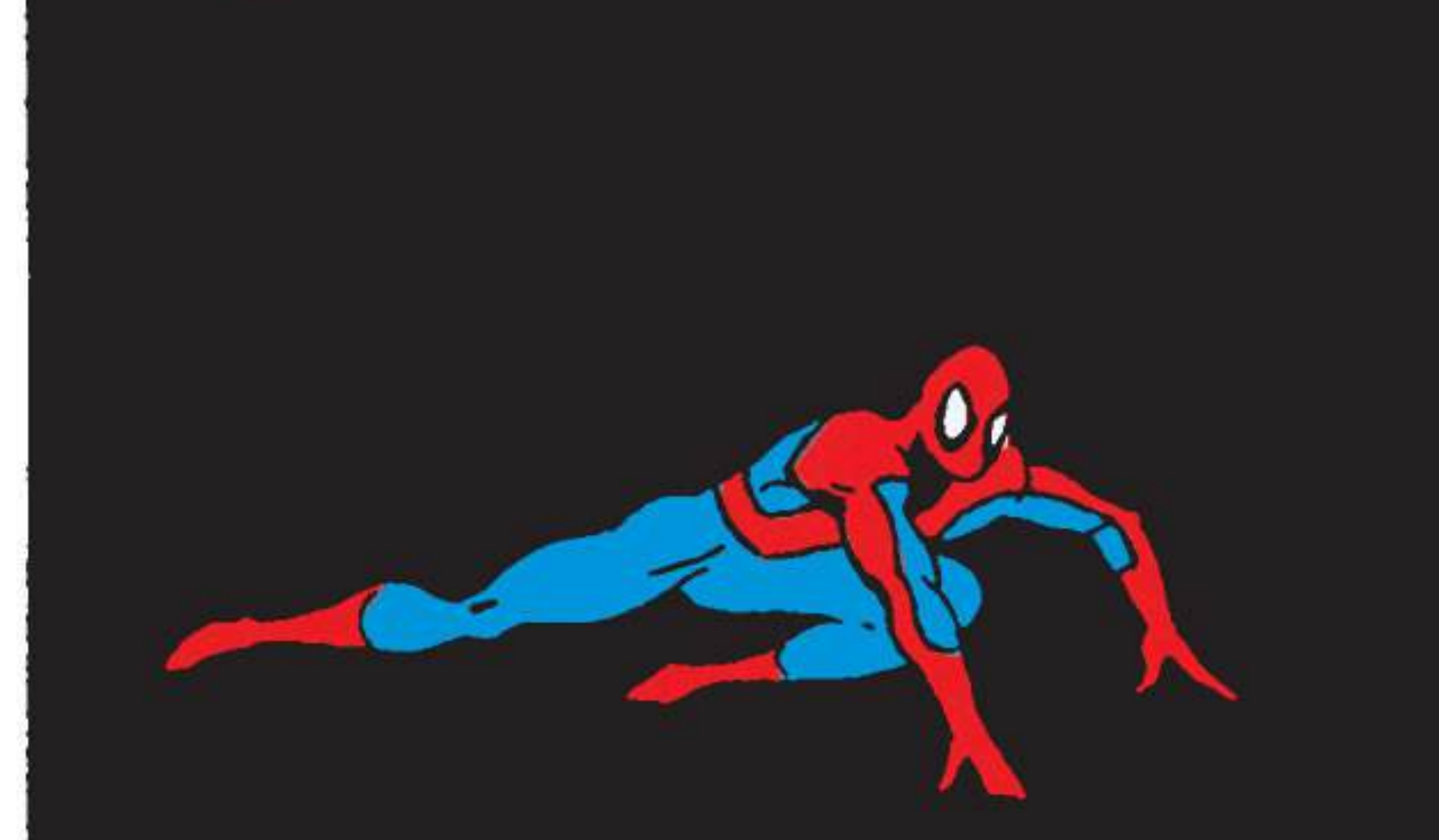
"IT'S SMALL POTATOES COMPARED TO THE TIME YOU AND DAREDEVIL STOPPED THE MASKED MARAUDER FROM DESTROYING NEW YORK WITH A NUCLEAR BOMB..."



"...OR THE TIME YOU AND CURT CONNORS HELPED JONAH JAMESON'S SON, JOHN, BE RID OF THE MOONSTONE WHICH USED TO CHANGE HIM INTO THAT RAMPAGING MAN-WOLF CREATURE..."



"...OR THE TIME YOU AND DOCTOR STRANGE STOPPED DOCTOR DOOM, DORMAMMU AND THAT GEEK SORCERER OF THEIRS FROM CREATING THAT WEIRD BEND SINISTER SPELL..."



A comic book panel featuring Spider-Man in his red and blue suit, hanging upside down from a large blue industrial pipe. He is looking down at the Punisher, who is lying face down in a pool of water at the bottom of the frame. The Punisher is wearing his iconic skull mask and tactical gear. In the background, a man with a mustache and a blue suit (likely Doc Ock) is visible, holding a test tube that emits a green gas. The scene is set in a dark, industrial environment with various pipes and machinery.

"YEAH, BUT HONEY... YOU NOTICE THAT I DIDN'T DO ANY OF THOSE THINGS MYSELF?"

"OH, NO, YOU DON'T... TAKE A LOOK AT THIS PHOTO--"

"I KNOW, MJ-- AND YOU'RE HELPING TO PROVE MY POINT."

"NOT ONLY DID I TEAM UP WITH THE PUNISHER, BUT I ALLOWED HIM TO BE POISONED BY DOC OCK!"

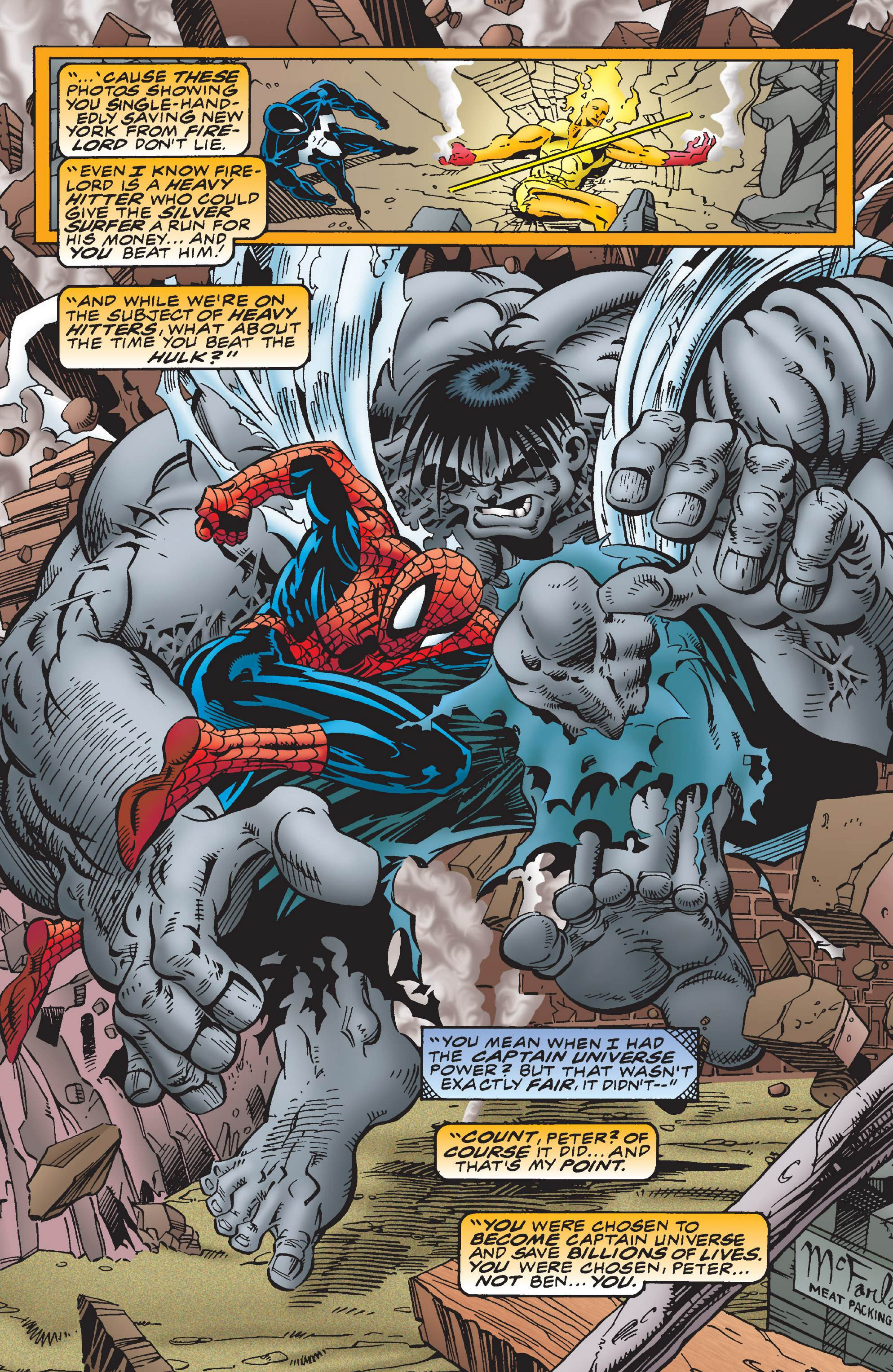
"-- IT ENDED WITH YOU STOPPING OCK FROM POISONING THE INK OF THE DAILY BUGLE'S PRINTING PRESSES-- SAVING THE LIVES OF ITS FIVE MILLION READERS IN THE PROCESS--"

"-- AFTER YOU CONCOCTED AN ANTIDOTE FOR THE PUNISHER, SAVING HIS LIFE AS WELL!"

"ALL RIGHT, I GRANT YOU THAT ONE, BUT--"

"GET READY TO KEEP GRANTING, BABE..."

"TRUE... BUT DO YOU REMEMBER HOW THAT LITTLE ADVENTURE ENDED? I DO..."



"... 'CAUSE THESE
PHOTOS SHOWING
YOU SINGLE-HAND-
EDLY SAVING NEW
YORK FROM FIRE-
LORD DON'T LIE.

"EVEN I KNOW FIRE-
LORD IS A HEAVY
HITTER WHO COULD
GIVE THE SILVER
SURFER A RUN FOR
HIS MONEY... AND
YOU BEAT HIM!"

"AND WHILE WE'RE ON
THE SUBJECT OF HEAVY
HITTERS, WHAT ABOUT
THE TIME YOU BEAT THE
HULK?"

"YOU MEAN WHEN I HAD
THE CAPTAIN UNIVERSE
POWER? BUT THAT WASN'T
EXACTLY FAIR, IT DIDN'T--"

"COUNT, PETER? OF
COURSE IT DID... AND
THAT'S MY POINT.

"YOU WERE CHOSEN TO
BECOME CAPTAIN UNIVERSE
AND SAVE BILLIONS OF LIVES.
YOU WERE CHOSEN, PETER...
NOT BEN... YOU.

McFarlane
MEAT PACKING

"AND WHY NOT?"

"IT'S YOU
IN ALL THESE PHOTOS,
STOPPING CRIMINALS
... SAVING LIVES!"

"HOW MANY
PEOPLE HAVE
YOU SAVED
OVER THE
YEARS, PETER?"

"THOUSANDS?"

"MILLIONS?"

"BILLIONS?"

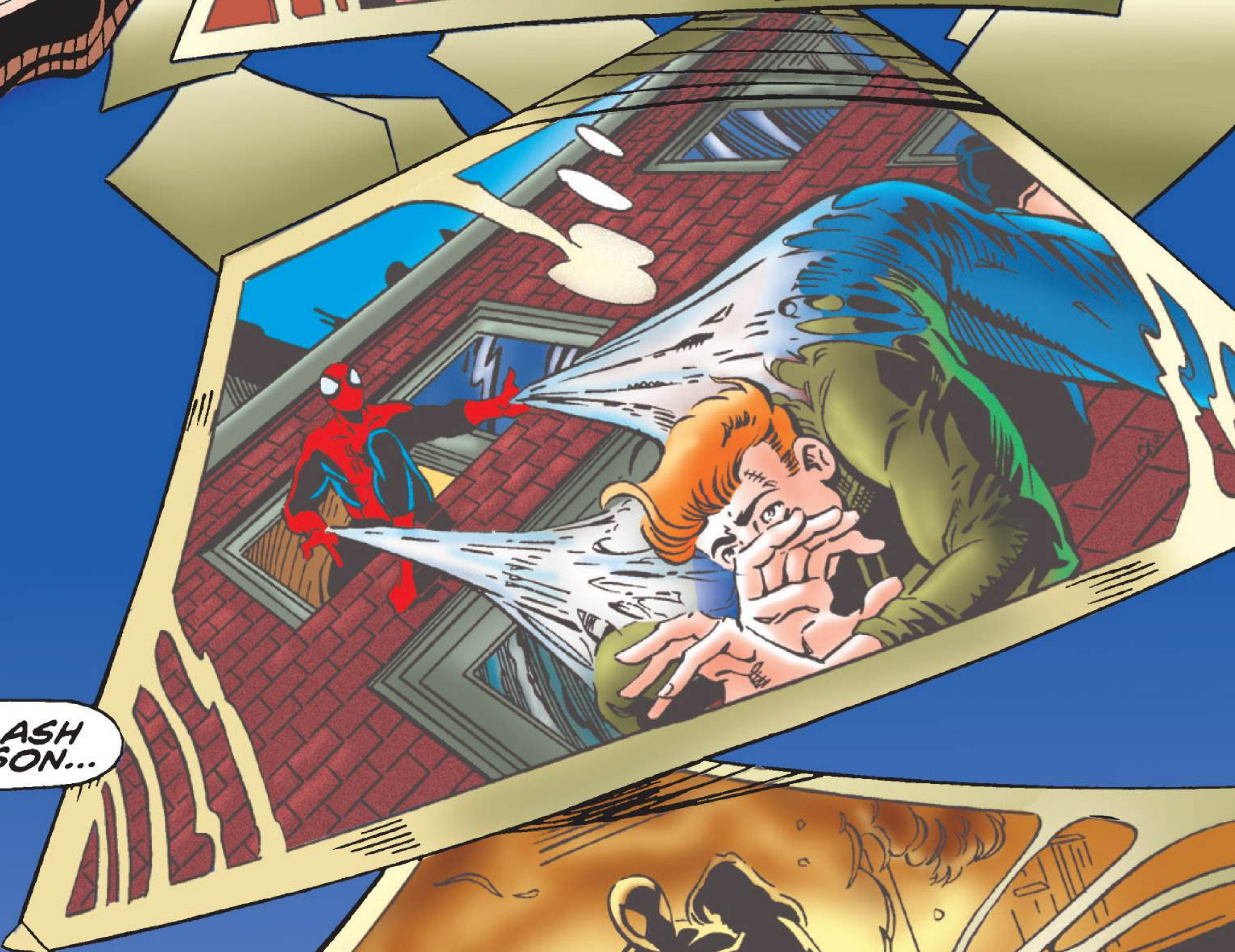
"HOW MUCH IS EVEN ONE
SAVED LIFE WORTH?"

"HOW COULD YOU EVER
PRETEND THAT NONE OF THIS
'REALLY MATTERED'?"



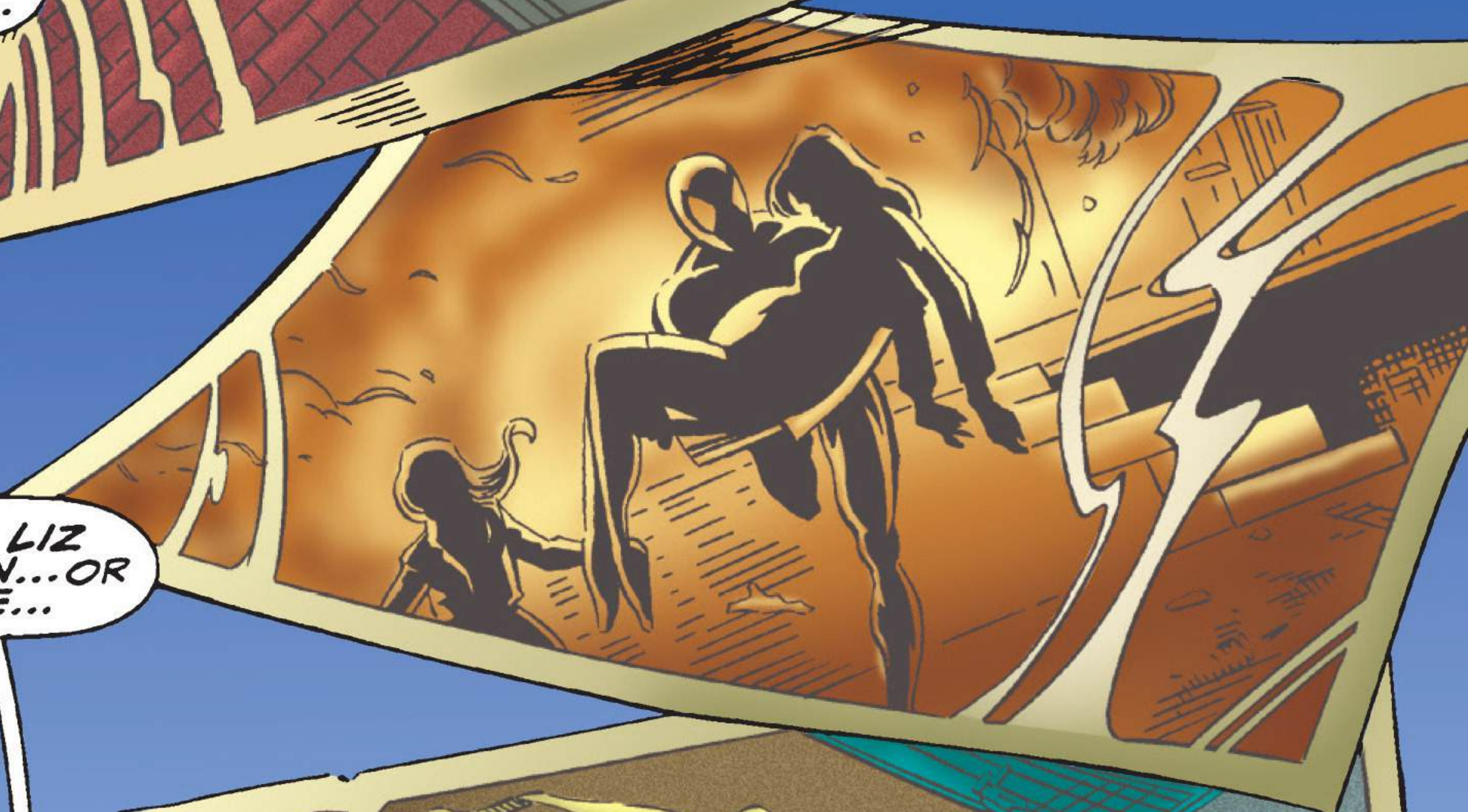
OR MAYBE
WE NEED TO
FOCUS ON
THINGS A LIT-
TLE CLOSER
TO HOME...

...LIKE THE TIMES
YOU SAVED AUNT
MAY FROM ALL
KINDS OF
CREEPS...



...OR FLASH
THOMPSON...

...OR LIZ
ALLEN...OR
ME...

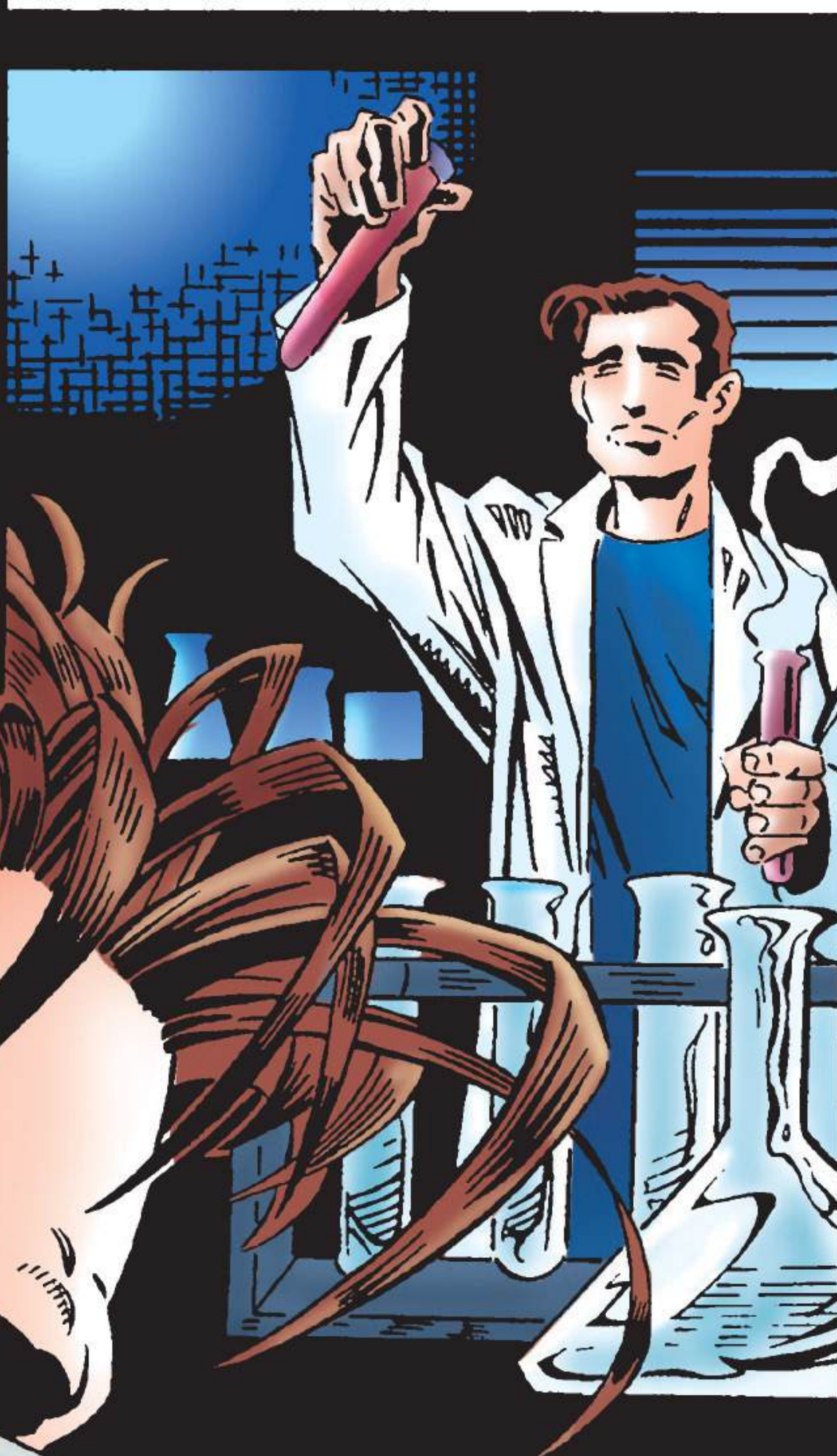


...EVEN JOLLY
JONAH
JAMESON!





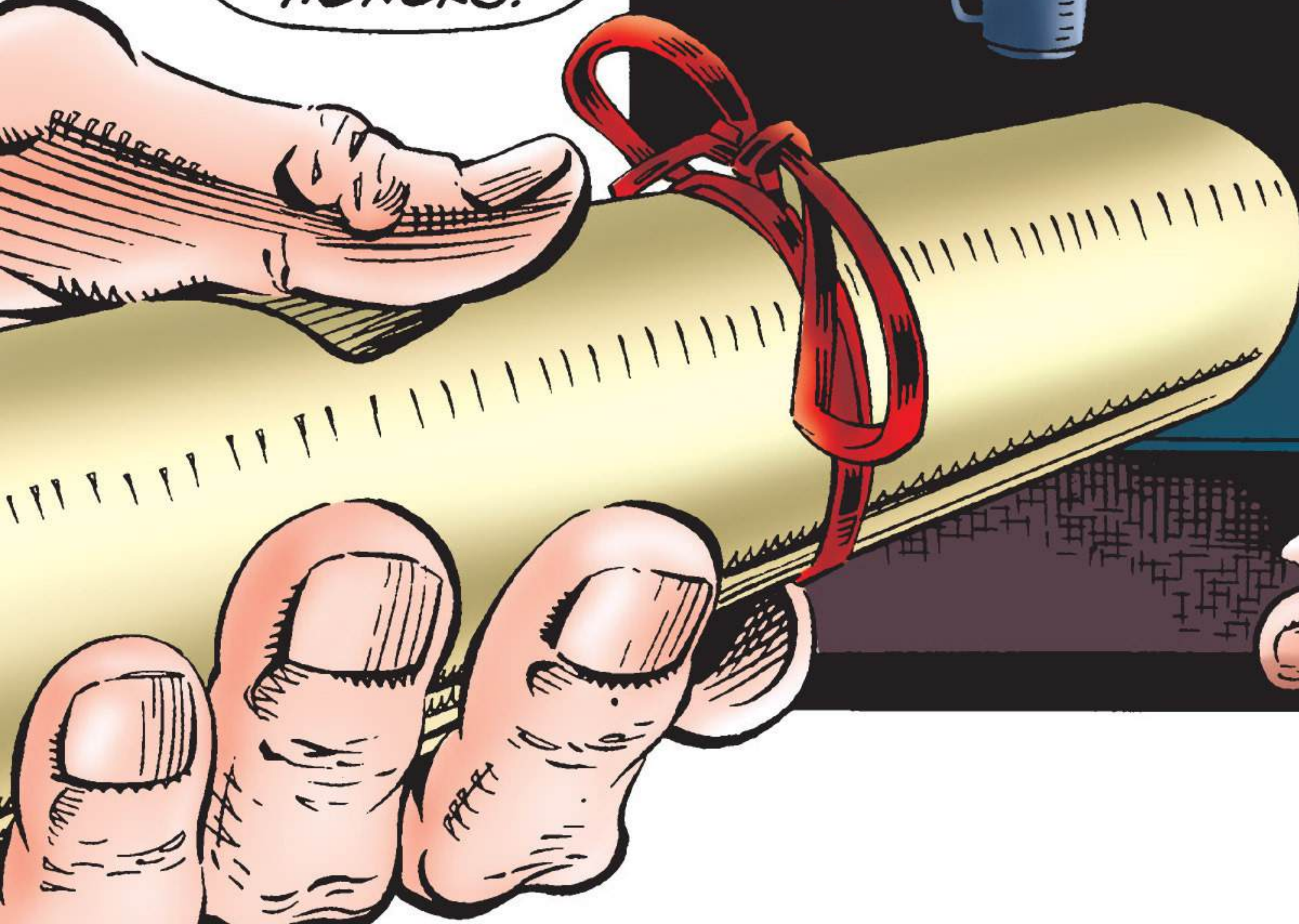
AND,
HEY...



...LET'S NOT
FORGET ALL THE
IMPORTANT THINGS
YOU DID WHILE YOU
WEREN'T COVERING
THIS GORGEOUS
FACE WITH THAT
SILLY MASK.

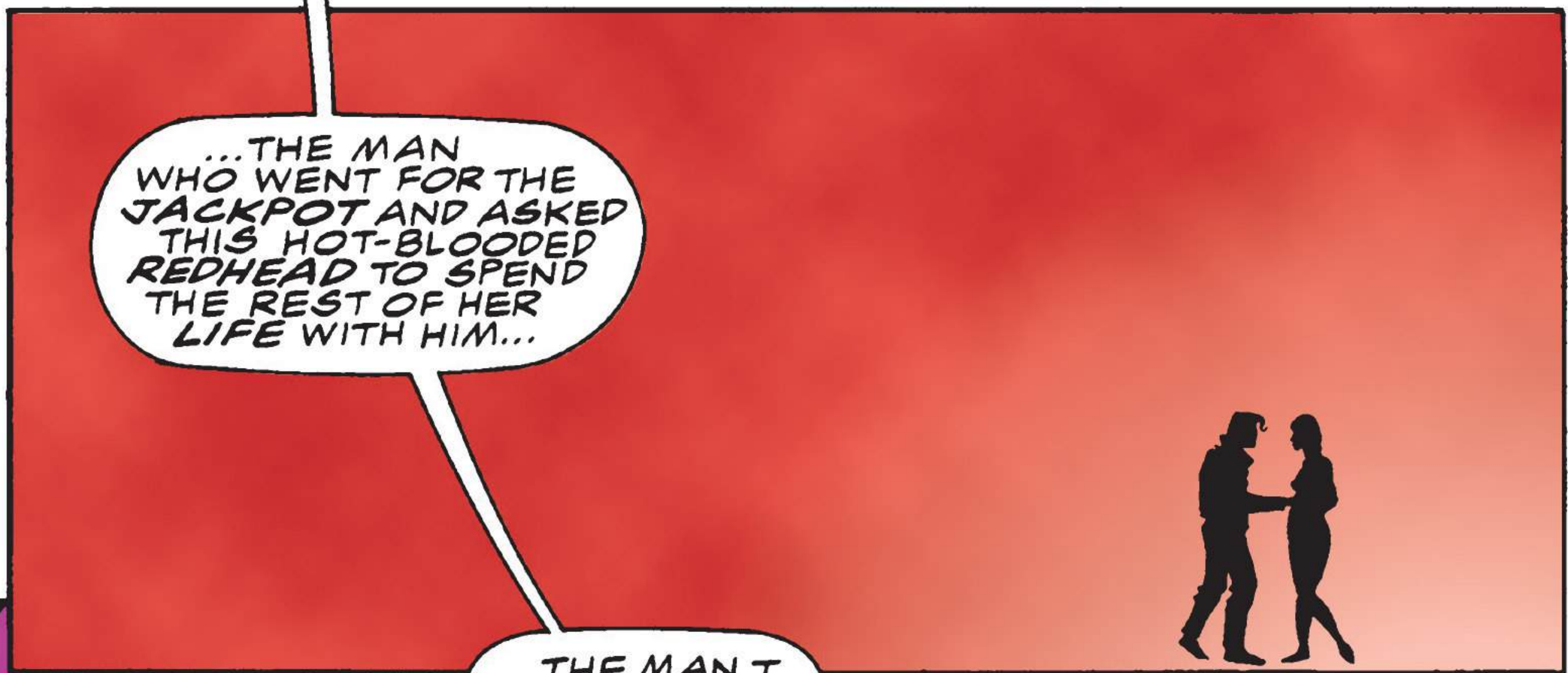
YOU WERE
THE ONE WHO
STUDIED HARD,
PUSHED YOUR-
SELF TO THE
LIMIT...

...AND
GRADUATED
COLLEGE WITH
HONORS.





YOU WERE
THE MAN I FELL
IN LOVE WITH,
PETER...



...THE MAN
WHO WENT FOR THE
JACKPOT AND ASKED
THIS HOT-BLOODED
REDHEAD TO SPEND
THE REST OF HER
LIFE WITH HIM...

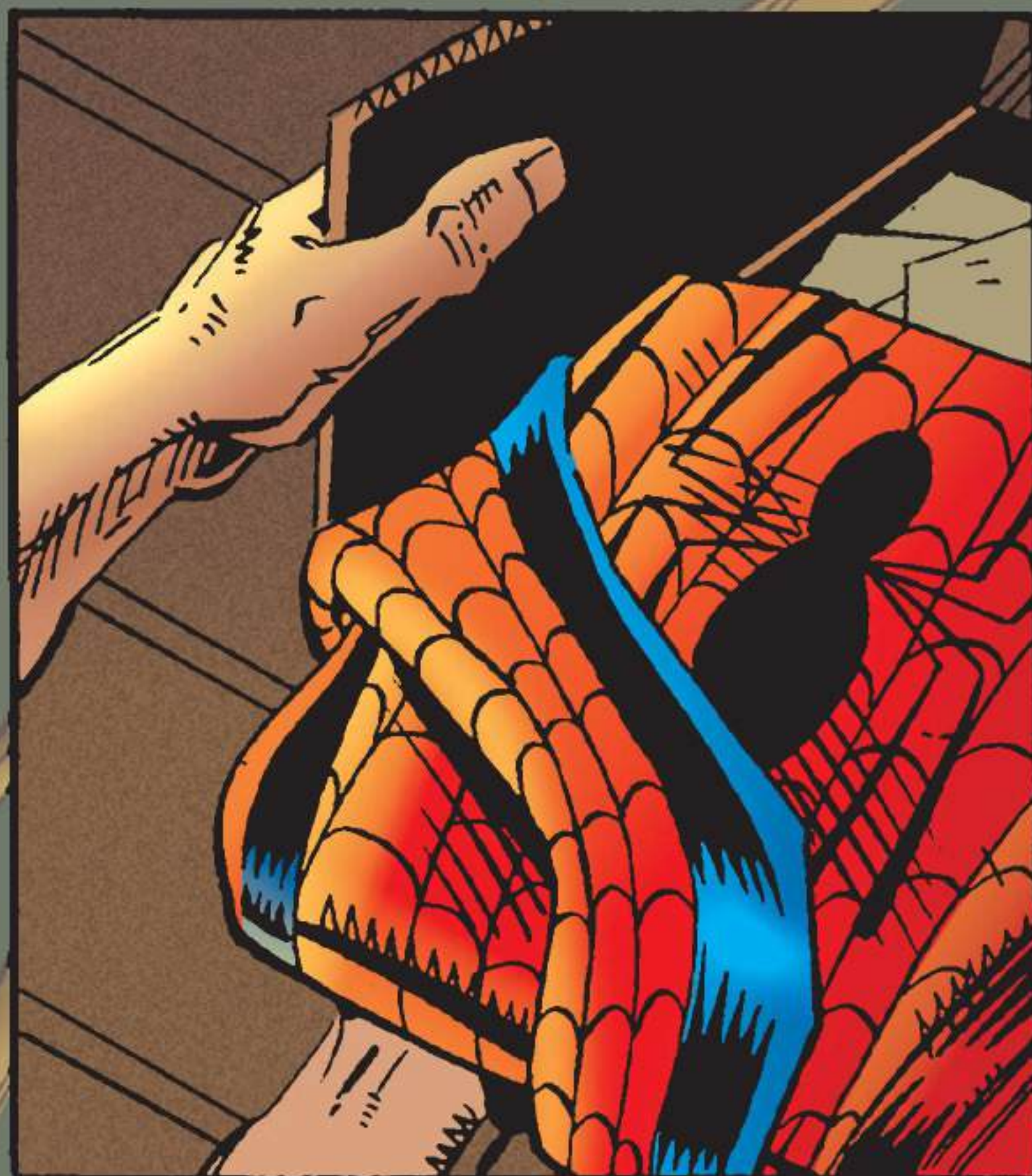
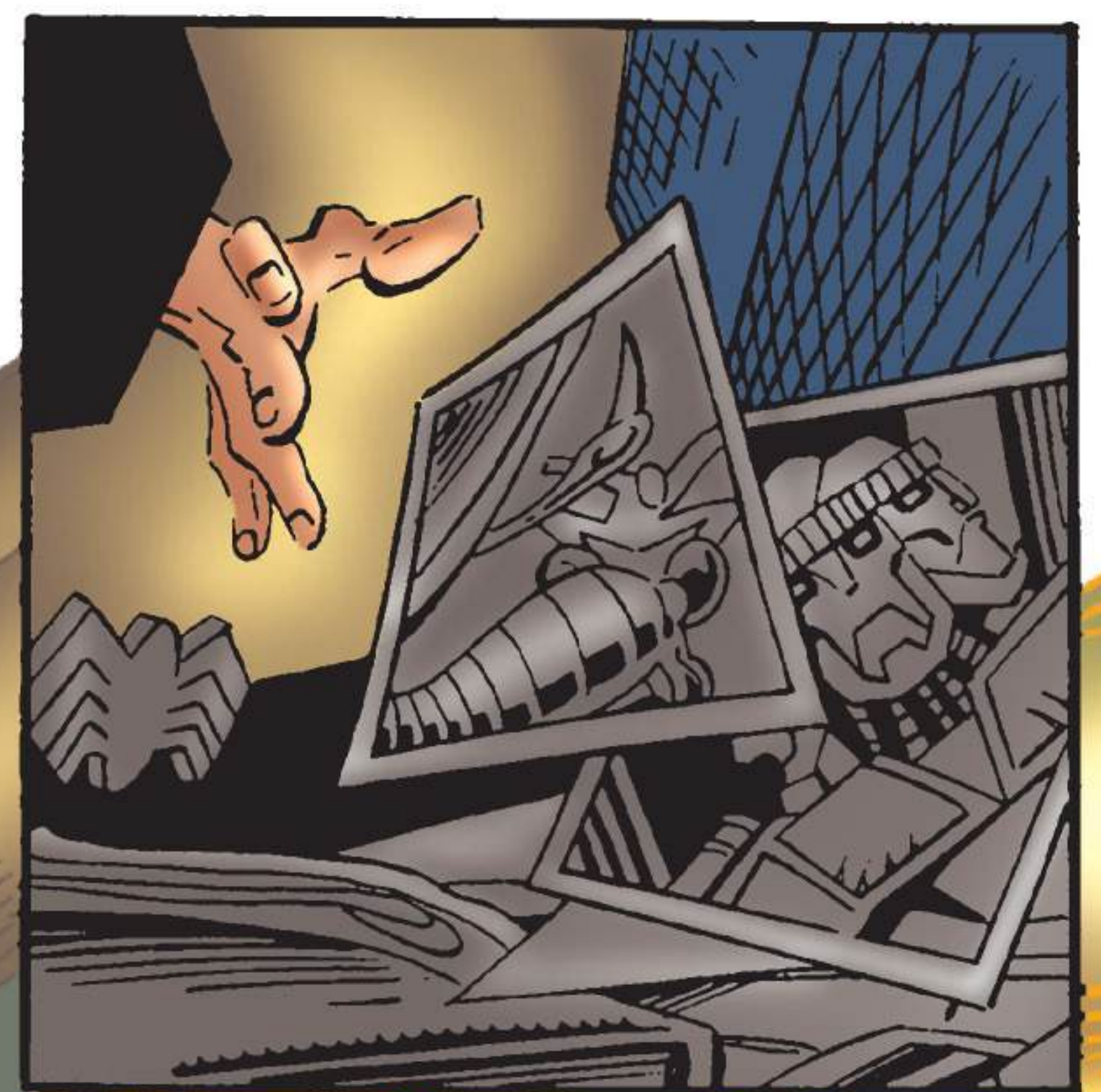
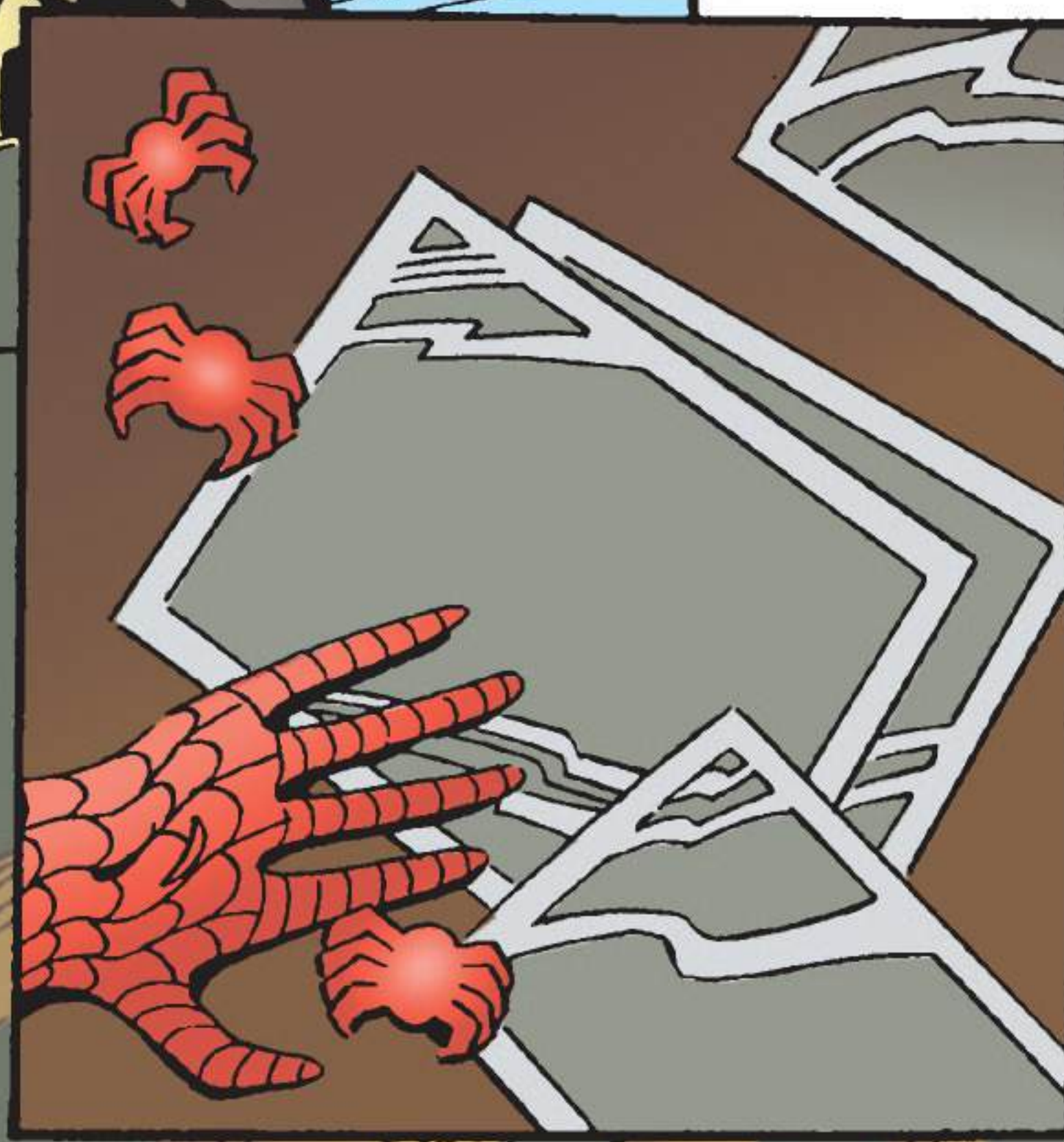
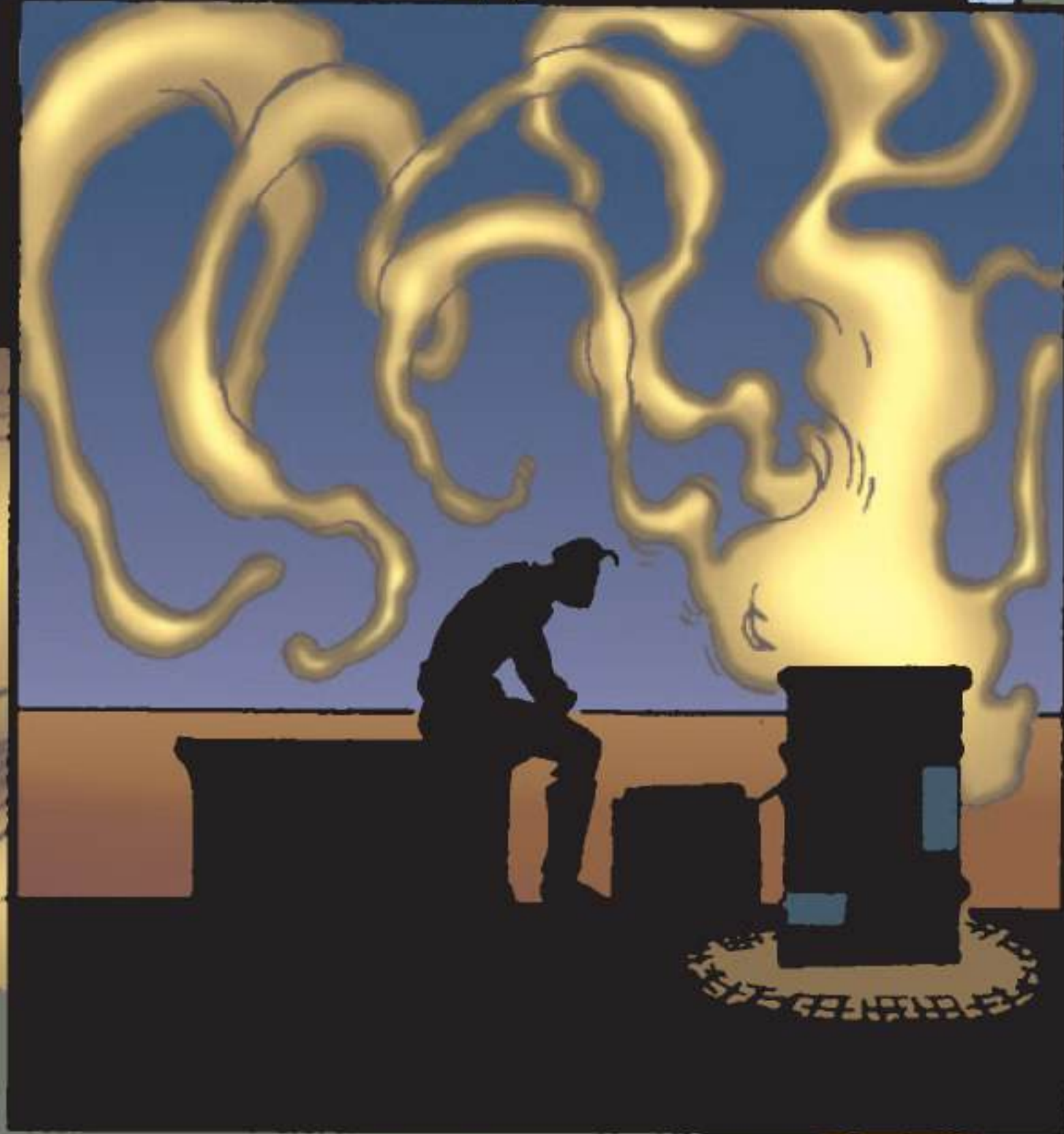
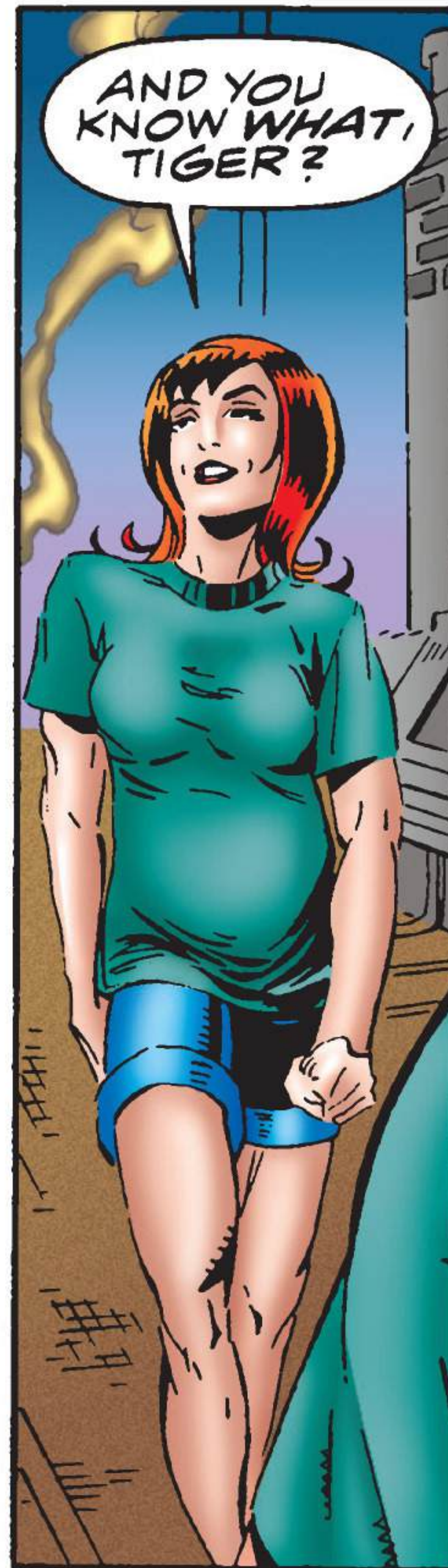
...THE MAN I
MARRIED.

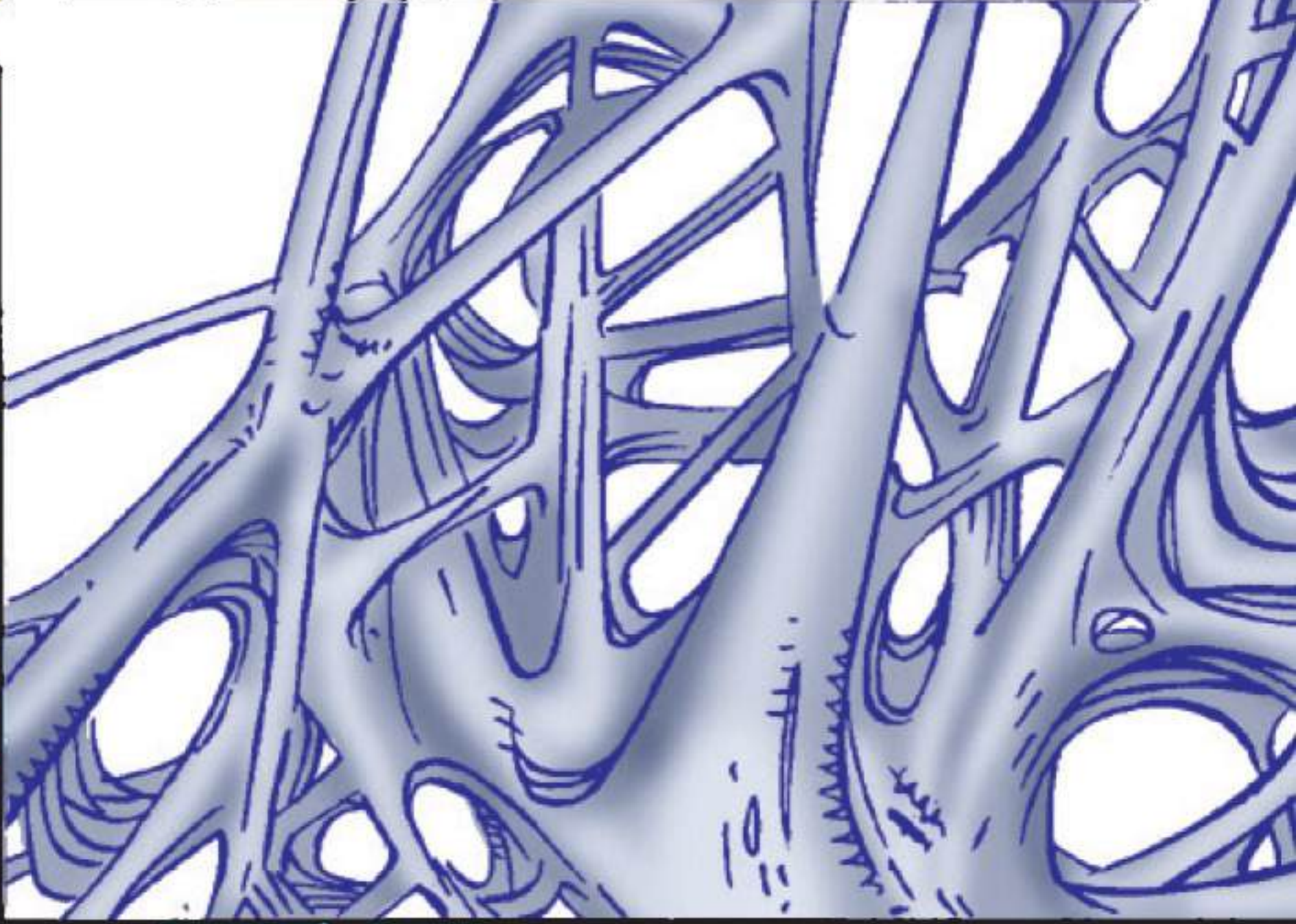
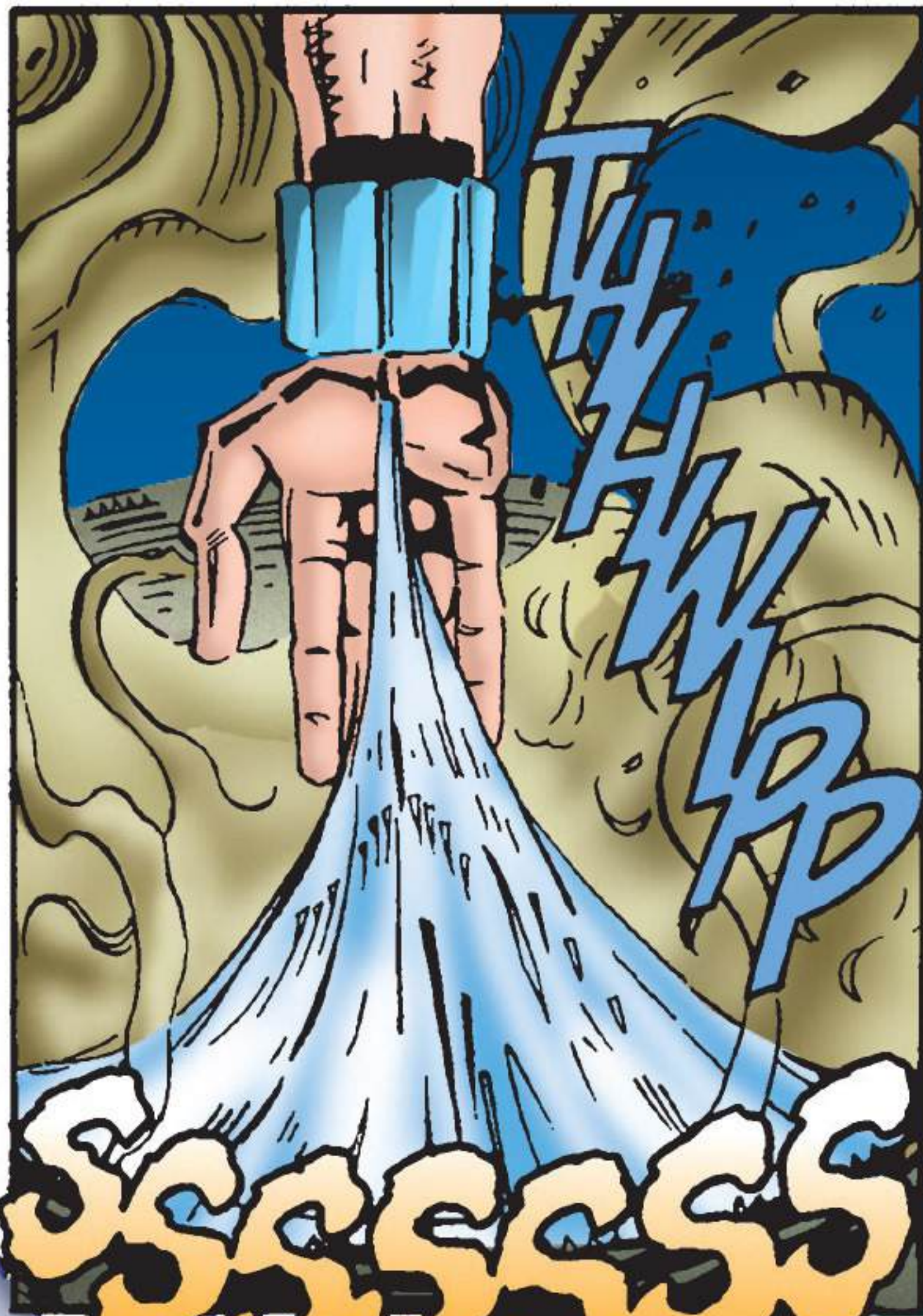
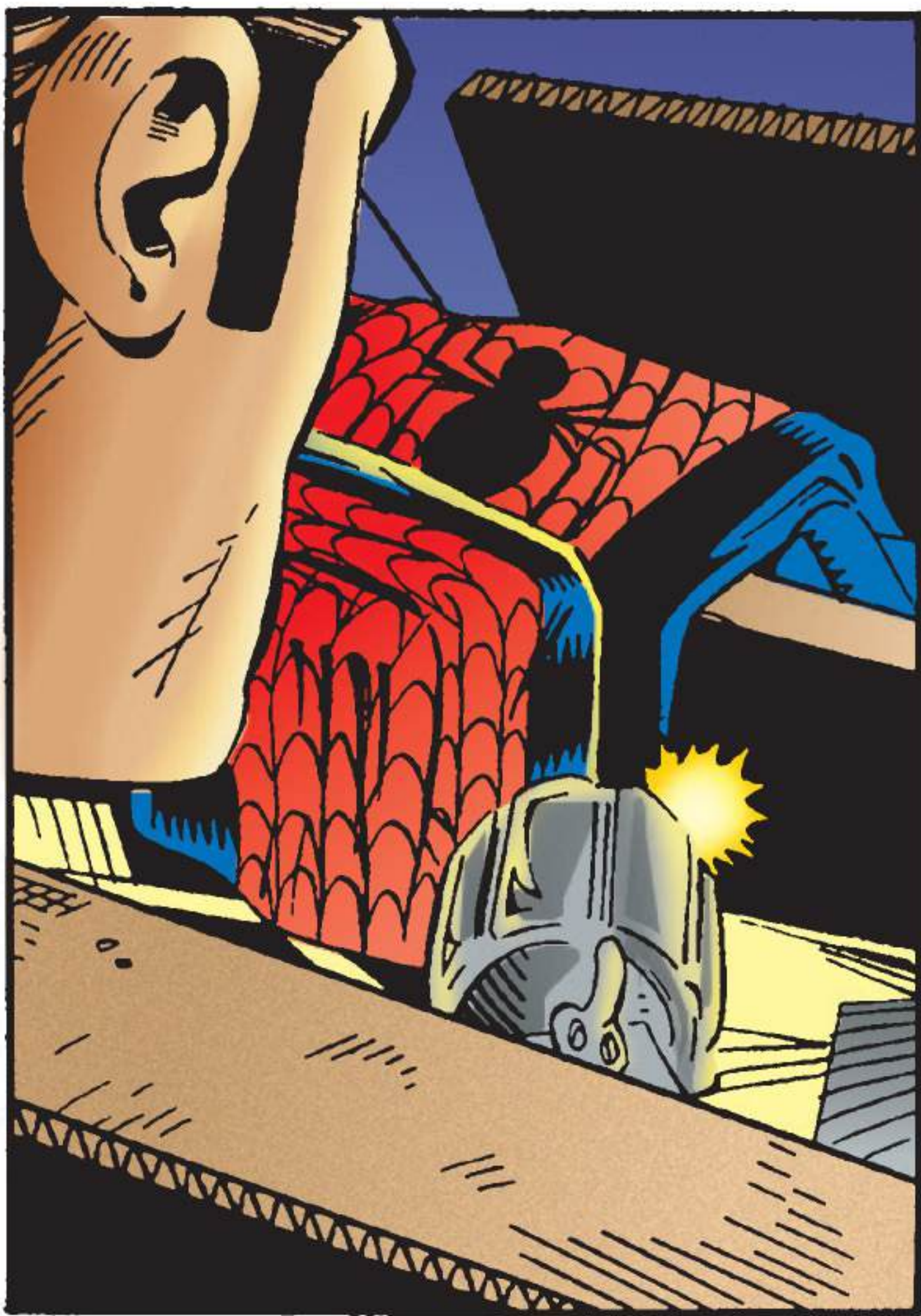


AND BEN ISN'T
THE MAN WHO
MADE ME A
MOMMY-TO-
BE, EITHER.

PUT YOUR HAND,
THERE, PETER.
FEEL THE LIFE
WE'VE MADE
TOGETHER...
GROWING.

HOW CAN
YOU FEEL THAT
AND NOT BELIEVE
YOU WERE THE "REAL"
SPIDER-MAN?





THE BEGINNING...

SOURCES

- Pages 3-4: Spidey battled Spencer Smythe and threw away Curt Connors' conclusions about the clone in Amazing Spider-Man #150.
- Pages 5-6: Ned Leeds became the Hobgoblin in Amazing Spider-Man #238. Hobgoblin kidnaped Liz Osborn and Mary Jane in Amazing Spider-Man #260-261, and framed Flash Thompson in Amazing Spider-Man #276.
- Page 7: Ned Leeds was killed by the Foreigner's men in Spider-Man Vs. Wolverine #1.
- Page 8: Morrie Bench became the Hydro-Man in Amazing Spider-Man #212.
- Page 9: Spidey first encountered the symbiotic black costume in Marvel Super-Heroes Secret Wars #8. The costume was driven away in Web of Spider-Man #1, and was revealed to have joined with reporter Eddie Brock in Amazing Spider-Man #300.
- Page 11: Five additional symbiotes were spawned in Venom: Lethal Protector #4.
- Page 12: Cletus Kasady first menaced Spidey as Carnage in Amazing Spider-Man #361.
- Page 13: Stan Carter became the Sin-Eater in Spectacular Spider-Man #107-110. He was killed in Spectacular Spider-Man #136.
- Page 14: Spidey and the Puma battled the Beyonder in Spectacular Spider-Man #111. Dr. Strange removed Spider-Man's bad luck influence in Spectacular Spider-Man #115.
- Pages 15-16: Kraven's last hunt took place in Amazing Spider-Man #293-294, Spectacular Spider-Man #131-132 and Web of Spider-Man #31-32. Peter Parker's parents returned in Amazing Spider-Man #365. They were revealed to be constructs created by the Chameleon in Amazing Spider-Man #388.
- Page 17: Ben Reilly and Spidey first met in Web of Spider-Man #117. Ben first adopted the guise of the Scarlet Spider in Web of Spider-Man #118.
- Pages 18-19: The Scarlet Spider defeated Venom in Spider-Man #53. The Jackal's master plan came to fruition during the Maximum Clonage crossover.
- Page 20: Doctor Octopus saved Pete's life in Spectacular Spider-Man #221, and was killed shortly thereafter in the same issue. Aunt May passed away in Amazing Spider-Man #400.
- Page 21: Spidey and the Thing defeated the Basilisk in Marvel Team-Up #47.
- Page 22: Spidey helped free Adam Warlock in Marvel Two In One Annual #2. Spidey rescued the Man-Thing in Marvel Team-Up #68.
- Page 23: Spidey and Daredevil defeated the Masked Marauder in Spectacular Spider-Man #26-28. Spidey rescued J. Jonah Jameson from the Man-Wolf in Amazing Spider-Man #189. Spidey prevented the Bend Sinister in Amazing Spider-Man Annual #14.
- Page 24: Spidey and the Punisher saved NY from Doctor Octopus in Amazing Spider-Man Annual #15.
- Page 25: Spidey pummeled Firelord in Amazing Spider-Man #269-270. Spidey gained the powers of Captain Universe in Spectacular Spider-Man #158, and used them to defeat the Hulk in Amazing Spider-Man #328.
- Page 28: Spidey rescued Aunt May from the Burglar in Amazing Spider-Man #200, saved Flash Thompson in Amazing Spider-Man #177, Liz Allen in Amazing Spider-Man #261 and J. Jonah Jameson in Amazing Spider-Man #189.
- Page 29: Peter Parker graduated college in Amazing Spider-Man #185.
- Page 30: Peter Parker married Mary Jane Watson in Amazing Spider-Man Annual #21.



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MARVEL®
SPIDERMAN
GROUP

NEW WARRIORS



NITA'S BACK--
AND SHE'S OUT
FOR BLOOD!

ZIRCHER
& PEPOV
1995

I USED TO BE
SOMEBODY.

MY NAME WAS
NITA PRENTISS, OR
KYMAERA... DEPEND-
ING ON WHETHER YOU
WERE REFERRING TO
THE ACTIVIST COLLEGE
STUDENT OR THE
ACTIVIST SUPER HERO.

I HAD A NICE SMILE, A
COMMANDING VOICE...
BUT IT'S BEEN SO LONG
I'VE USED EITHER, THE
SPECIFICS ARE NOTHING
BUT A FADING MEMORY.

I USED TO TRY
TO MAKE THE WORLD
A BETTER PLACE...

...GUESS I CAN
FORGET THAT,
TOO.

TAKE OUT THOSE
ENEMY CHOPPERS--
STAY CLOSE TO GROUND
TROOPS AS YOU APPROACH
THE TOWER--

BECAUSE NOW
THE ORDERS COME
NOT FROM MY
CONSCIENCE,
BUT FROM A LITTLE
METAL BOX IM-
PLANTED IN MY
HEAD.

THEY CALL ME "HARD"
AND RUN ME BY REMOTE
CONTROL, LIKE ONE
COMPUTER USING ANOTHER
AS A SLAVE MACHINE.

THAT'S ALL I
AM NOW.

SLAVE MACHINE

I'M NOT THE ONLY ONE, EITHER.

WE'RE THE SOLDIERS OF MISFORTUNE... AND WE ALL USED TO BE SOMEBODY.

WHOOO

A MERCENARY-TURNED-HEROINE.

A PREACHER.

HE WAS AN ENVIRONMENTALIST.

SHE WAS A PROFESSOR.

A JOURNALIST.

A PHYSICIST.

A STUDENT.

WE WERE ALL TRYING TO CHANGE THE WORLD...

... A FACT WHICH MADE US ALL PRIME TARGETS FOR THE UNDERTOW AND ITS EXTREMIST LEADER, PROTOCOL.

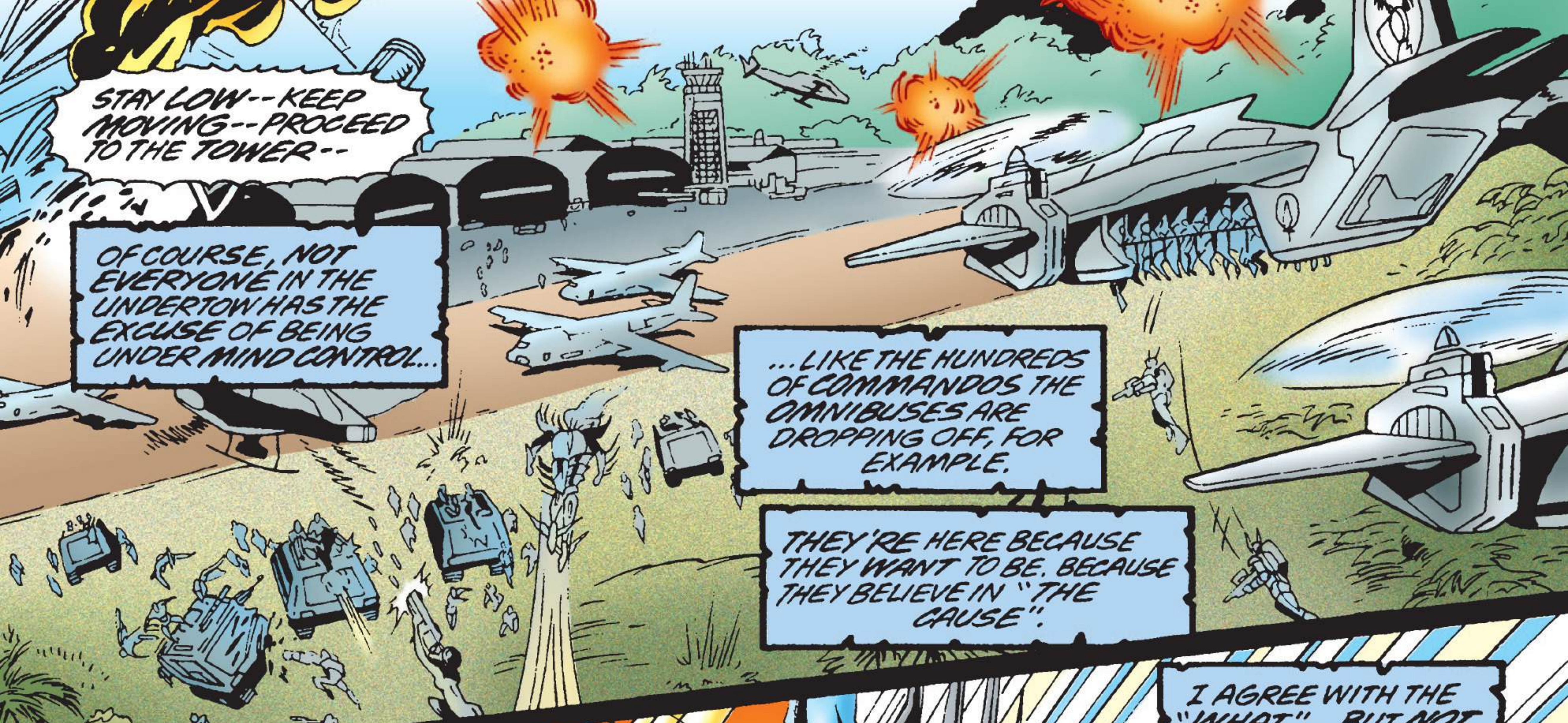
AND NOW WE-- WHO, GIVEN THE CHANCE, WOULD HAVE FOUGHT THIS COVERT PARAMILITARY ORGANIZATION AND EVERY BACKWARDS, ULTRA-CONSERVATIVE NOTION IT REPRESENTS--

--WE ARE THEIR MOST FEARSOME WEAPONS OF WAR.

BRUDDUDDA POOM POOM

WHUNKAKTCH

BTOMF SHRAAAK



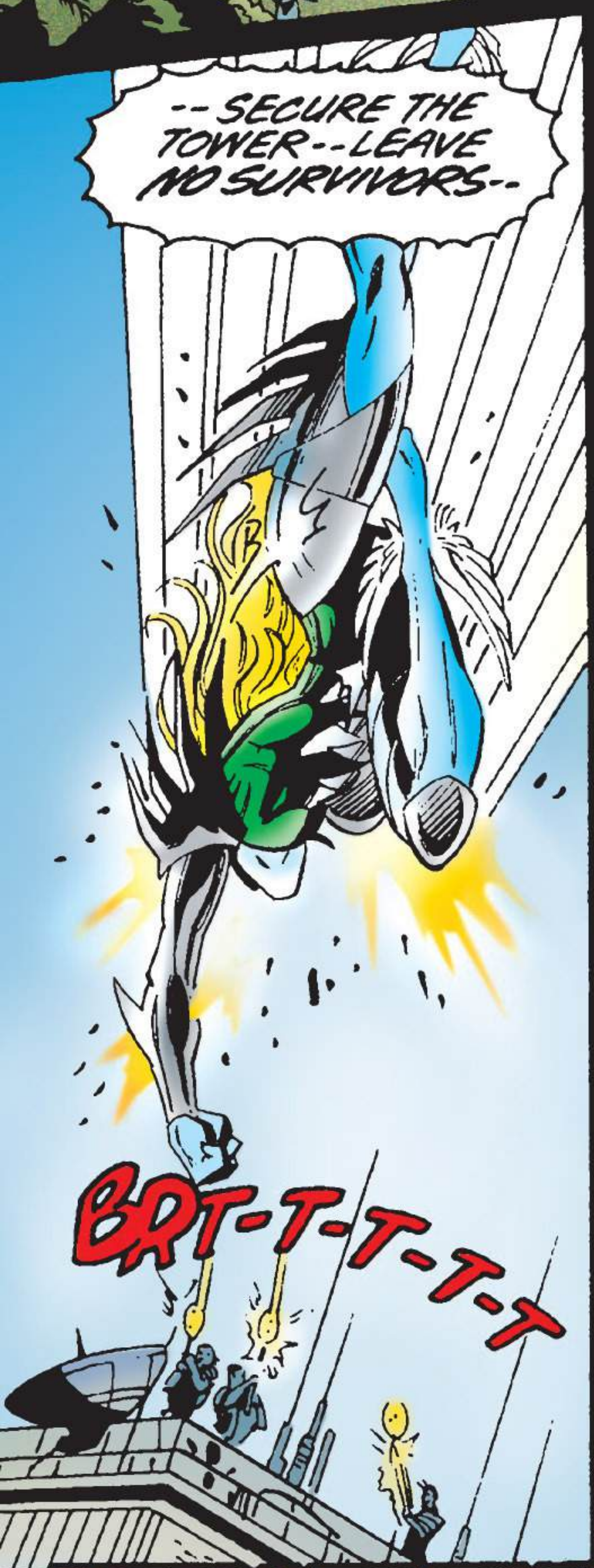
STAY LOW--KEEP MOVING--PROCEED TO THE TOWER--

OF COURSE, NOT EVERYONE IN THE UNDERTOWN HAS THE EXCUSE OF BEING UNDER MIND CONTROL...

...LIKE THE HUNDREDS OF COMMANDOS THE OMNIBUSES ARE DROPPING OFF, FOR EXAMPLE.

THEY'RE HERE BECAUSE THEY WANT TO BE. BECAUSE THEY BELIEVE IN "THE CAUSE".

I AGREE WITH THE "WHAT"... BUT NOT THE "HOW".

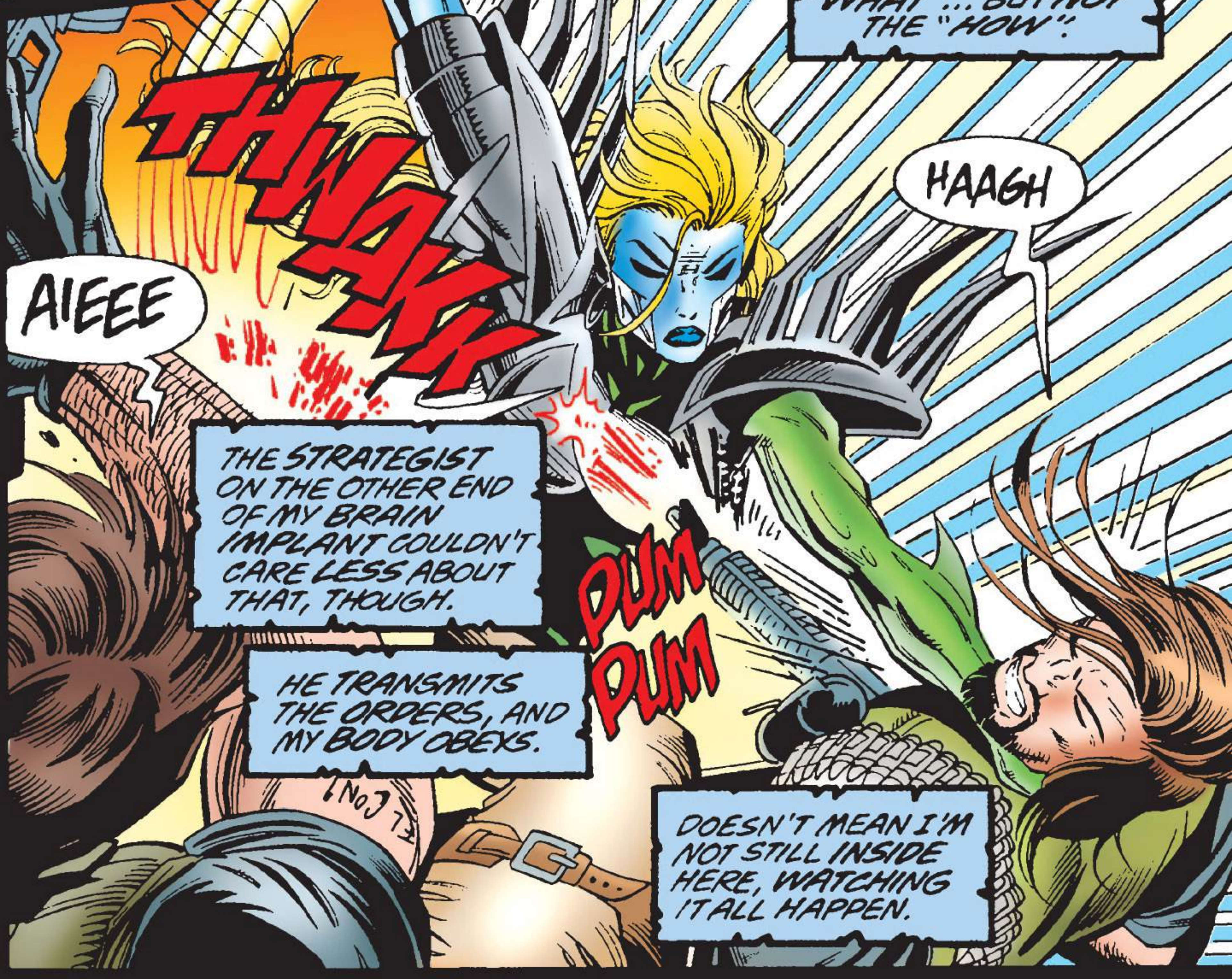


-- SECURE THE TOWER--LEAVE NO SURVIVORS--

BRT-T-T-T-T

THIS IS THE FIFTH MISSION THEY'VE SENT US OUT ON THIS MONTH--AND THE FIRST ONE I ACTUALLY AGREE WITH.

THESE MEN ARE DRUG-RUNNERS.. THEY'RE PUTTING CRACK ON THE STREETS... THEY DESERVE TO BE PUT OUT OF BUSINESS.



AIEEE

THWACK

THE STRATEGIST ON THE OTHER END OF MY BRAIN IMPLANT COULDN'T CARE LESS ABOUT THAT, THOUGH.

HE TRANSMITS THE ORDERS, AND MY BODY OBEYS.

PUM PUM

DOESN'T MEAN I'M NOT STILL INSIDE HERE, WATCHING IT ALL HAPPEN.

HAAGH



IT'S STILL ME. I FEEL EVERYTHING.

--FINISH HIM--KEEP MOVING--

GKKK



FOR ALL THE GOOD THAT DOES ANYONE.

WRINK

A THOUSAND MILES AWAY...

...IN THE SHADOW OF NEW YORK CITY'S BROOKLYN BRIDGE...

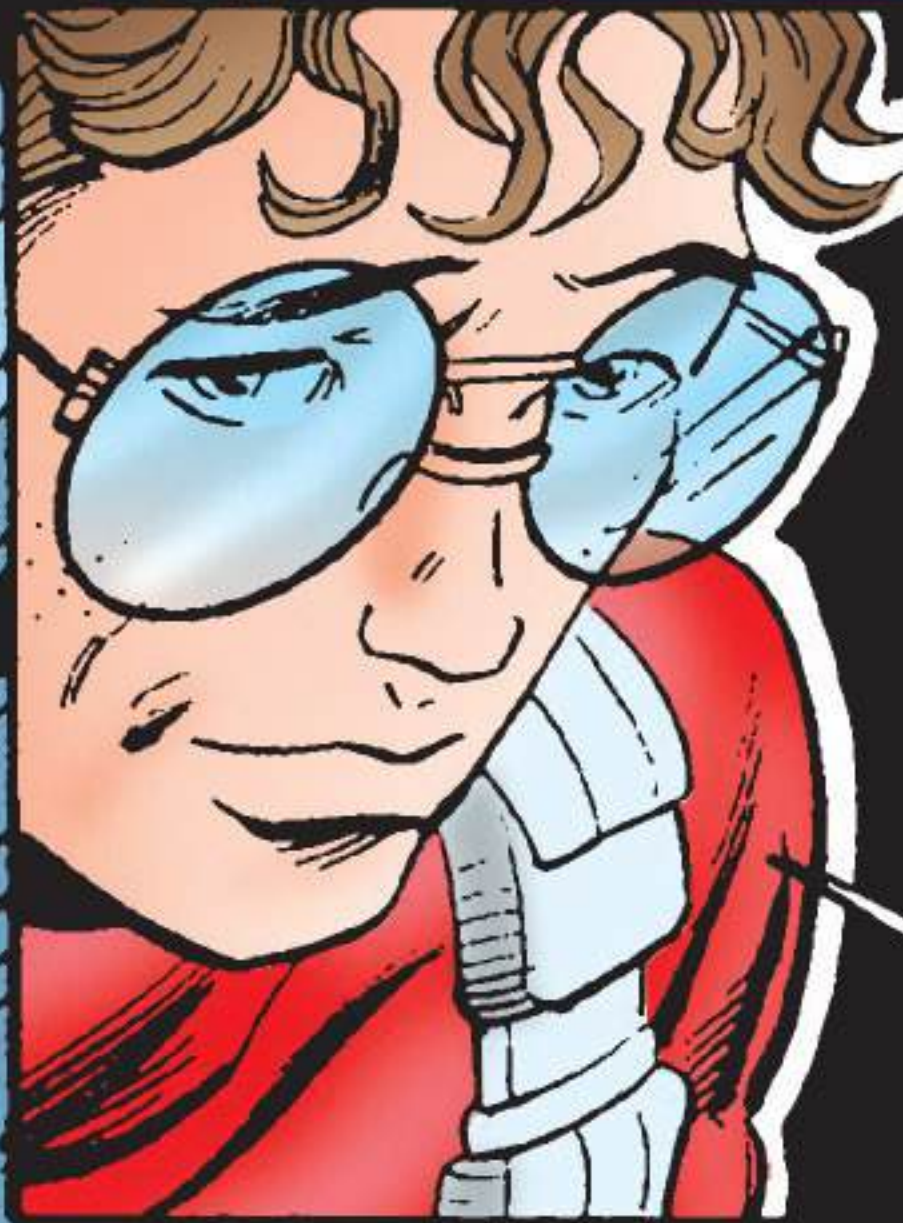
SO, RINA, TELL ME AGAIN WHY YOU'RE HANGING AROUND THE WARRIORS' CRASH-PAD...

...WEARING THAT REVEALING COSTUME?

NOT THAT I'M COMPLAINING OR ANYTHING, BUT...

MMM-HMM... I'M SURE YOU'RE NOT, RICH.

I'M "HANGING AROUND" WITH THE WARRIORS SO I CAN GET MORE INFORMATION WHICH MIGHT HELP US AVOID WHAT I'VE SEEN IN MY FUTURE-VISIONS.*



AS FOR THE COSTUME, HINDSIGHT HERE SAYS HE THINKS I SHOULD GET USED TO WEARING IT--IF I'M GOING TO BECOME A SUPERHERO!

AHEMM



OH, HE DOES, DOES HE?...

MAYBE "HINDSIGHT HERE" SHOULD BE CONCENTRATING ON OTHER STUFF RIGHT NOW...

...LIKE FINALLY TEACHING ME HOW TO USE THE MAINFRAME TO SEARCH FOR NITA!

SEE WHAT I MEAN? THAT KID'S SO PREDICTABLE.

YEAH, WHATEVER. COME ON, SHIFT'S OVER.

OY, HERE HE GOES AGAIN...

...Flintstones, meet the Flintstones... They're your modern stone-age fam-i-lee... ♪



*Rina foresaw Speedball's apparent death in NW #60!
--TALKATIVE TOM

~sigh~
OKAY, RICH, COME ON UPSTAIRS...

WILMA? I'M HO--

KLIK
--GRAN JUEGO DE LA OCA!

BUENO...



-- AUTOMATICALLY INTERACTS WITH 200 NEWS SERVERS AN HOUR, AND WITH THE ACCESS CODES NIGHT THRASHER PRE-PROGRAMMED INTO IT...

... THE MAINFRAME CAN SECRETLY ACCESS RESTRICTED GOVERNMENT AND MILITARY NETWORKS, AND UTILIZES A KEYWORD-BASED SEARCH ALGORITHM TO FILTER FOR UNUSUAL ACTIVITY...

... NOT TO MENTION, OF COURSE, THE DAILY DATA-SWAP WITH THE ORACLE COMPUTER SYSTEM...

... YOU FOLLOWING ALL THIS SO FAR?

DON'T PATRONIZE ME, GEEK-BOY.

YOU'RE SAYING THE COMPUTER'S CONSTANTLY ON THE PROWL FOR RELEVANT INFO...

... AND WHEN IT FINDS SOMETHING INTERESTING, IT RED-FLAGS IT FOR LATER INTERPRETATION BY A HUMAN...

... OR BY YOU.

WHAT I WANT TO KNOW IS HOW YOU LET ALL THESE LEADS STACK UP WITHOUT LOOKIN' INTO 'EM, MAN! I MEAN, THIS ONE HERE'S BLINKIN' FOR GOD'S SAKE--

WAIT--THAT ONE'S NEW!

PUNCH IT UP--QUICK!

OH, SO NOW YOU... WHAT THE-- "UNDERTOW"?!

THIS COULD BE IT--THIS COULD BE IT!

DECRYPT ALG. ALPHA THETA:

- U.S.S. INDIANA REPORTS OBSERVING ACTIVITY 26°N x 79°W (OFF FREEPORT, BAHAMAS) AS OF 1900 HOURS
- CODENAME: UNDERTOW-5
- NO-INTERFERENCE ORDER IN EFFECT
- DETAILS FOLLOW: At 1902 hours U.S.S. Indiana reported faint sonar contact with unidentified submergible

GET THE WARRIORS DOWN HERE! CALL SPROCKET-- I MEAN, UH, CALL-- \$#%&, HOW ARE WE GONNA GET DOWN THERE?!

"WE"?

WELL, WHAT ABOUT YOUR SPACESHIP?

IS IT BROKEN OR SOMETHING?

"SPACESHIP"?

THIS CHICK IS WEIRD...

WHILE, NOT TOO FAR AWAY...

--AND SO DR. CHEN SAID SHE WANTS TO CONDUCT FURTHER TESTS... AS SOON AS SHE'S OUT OF THE HOSPITAL HERSELF.

I'LL PROBABLY BE ABLE TO SEE HER IN A WEEK OR TWO.

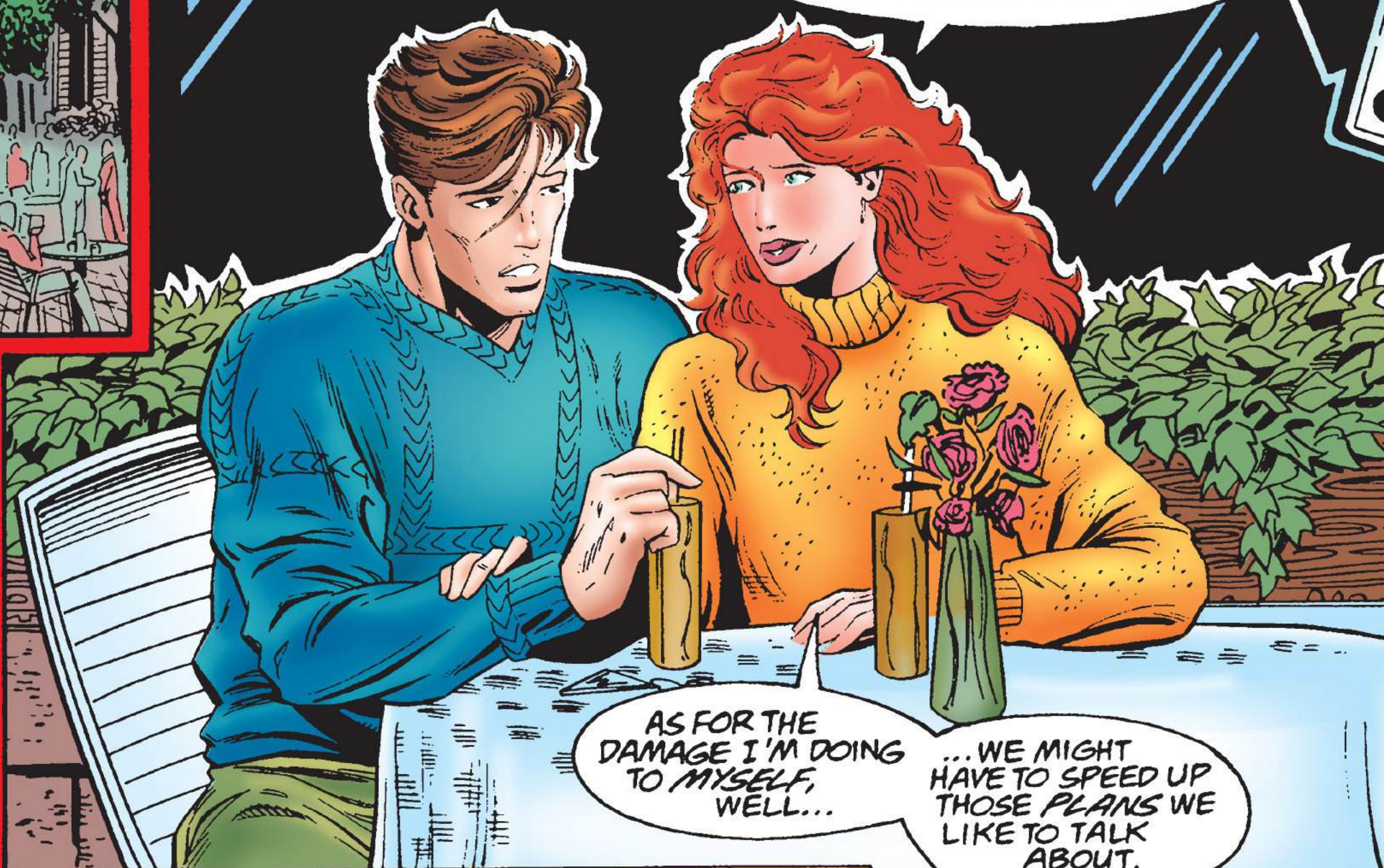


ANGEL, I'M SO SORRY... WHEN I THINK OF ALL THE TIMES WE ASKED YOU TO CUT LOOSE WITH YOUR MICROWAVE POWERS AS FIRESTAR--

HEY, NO ONE TWISTED MY ARM, VANCE. AND NO ONE REALLY KNEW THE SIDE-EFFECTS MY ABILITIES MIGHT HAVE.*

WHAT ARE YOU GOING TO DO, SWEETHEART?

WELL, I THINK I'D BETTER TAKE IT EASY ON THE MICRO-WAVES, AT LEAST UNTIL WE HAVE A BETTER IDEA OF WHAT KIND OF DAMAGE I COULD BE DOING TO EVERYONE AROUND ME.



AS FOR THE DAMAGE I'M DOING TO MYSELF, WELL...

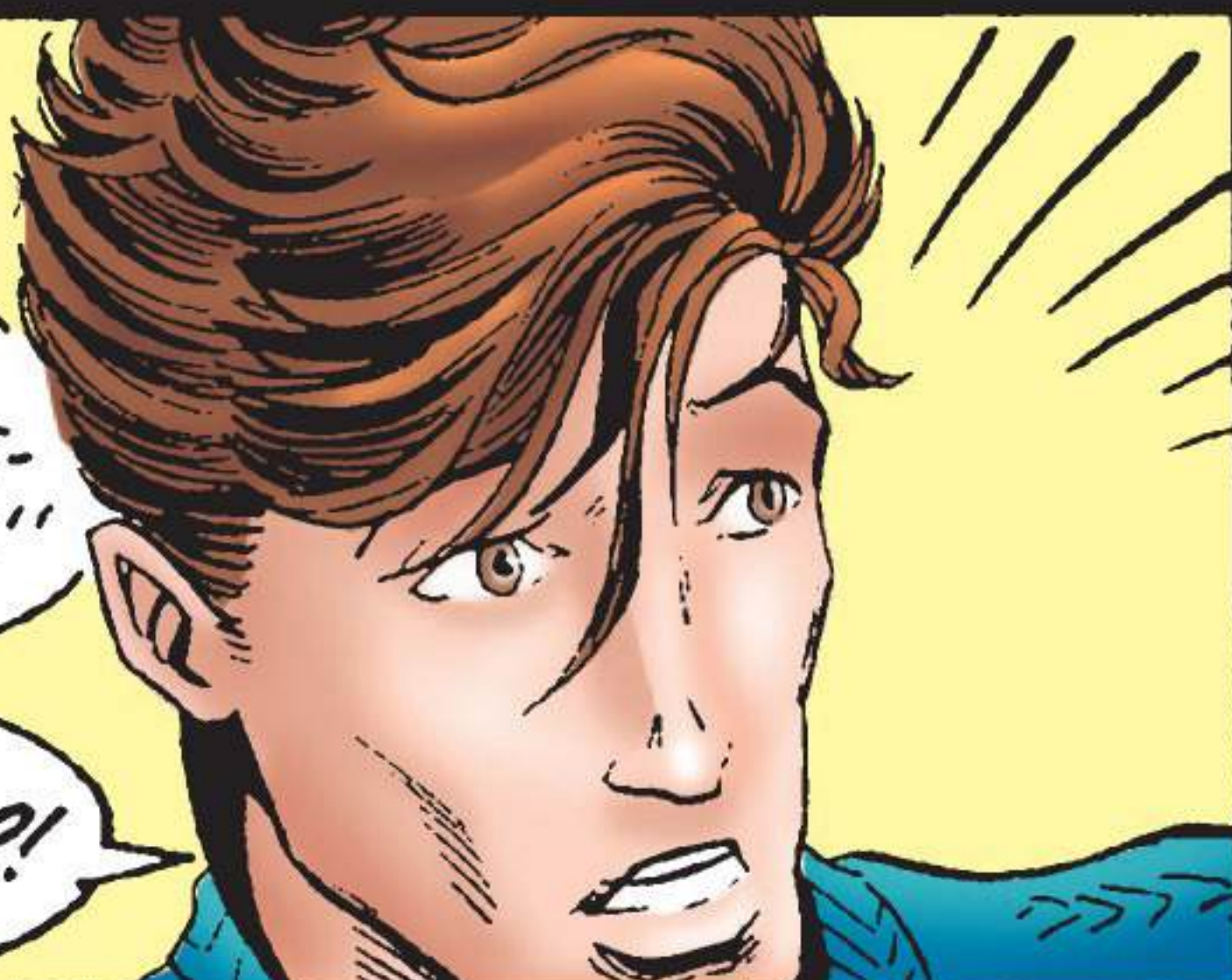
...WE MIGHT HAVE TO SPEED UP THOSE PLANS WE LIKE TO TALK ABOUT.

*BUT WE GOT AN INKLING LAST ISSUE!-- TEMPERATE TOM

WH-- WHA--?

Y-YOU MEAN... THE "SOME-DAY PLANS" ?!

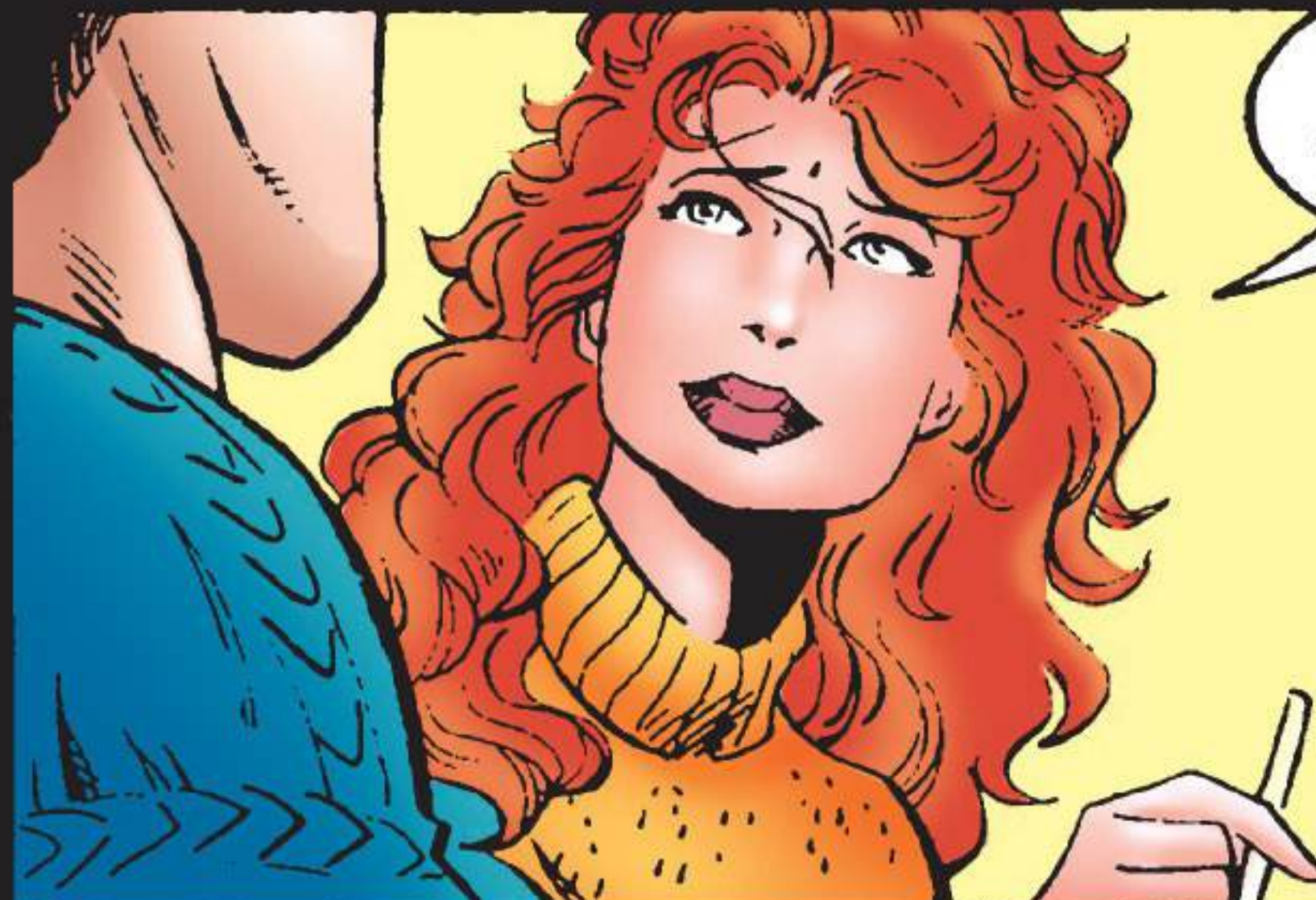
ALL... ALREADY?!



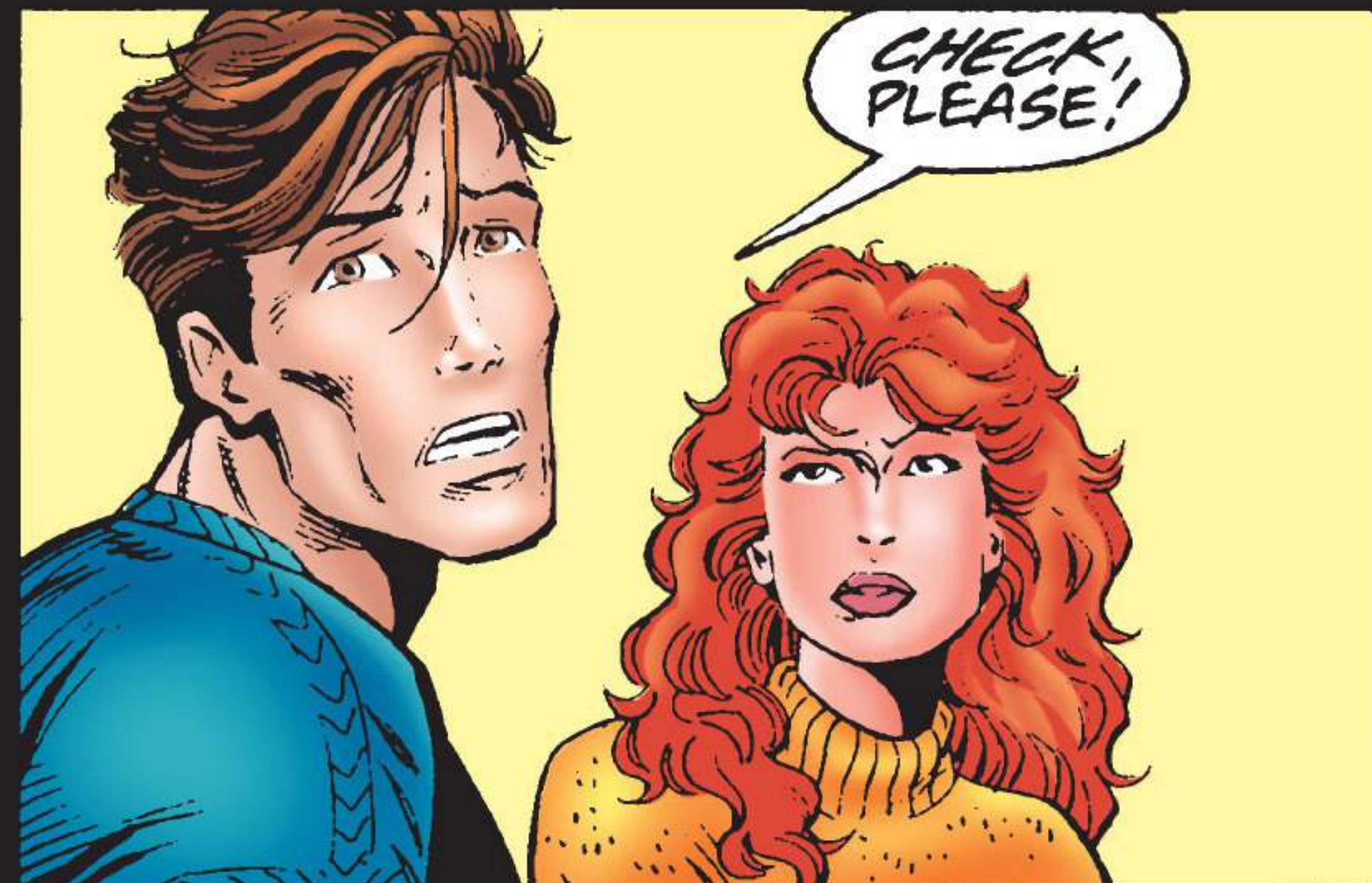
NOW DON'T PANIC ON ME, HONEY. I'M JUST SAYING...

...IF WE DON'T START SOON...

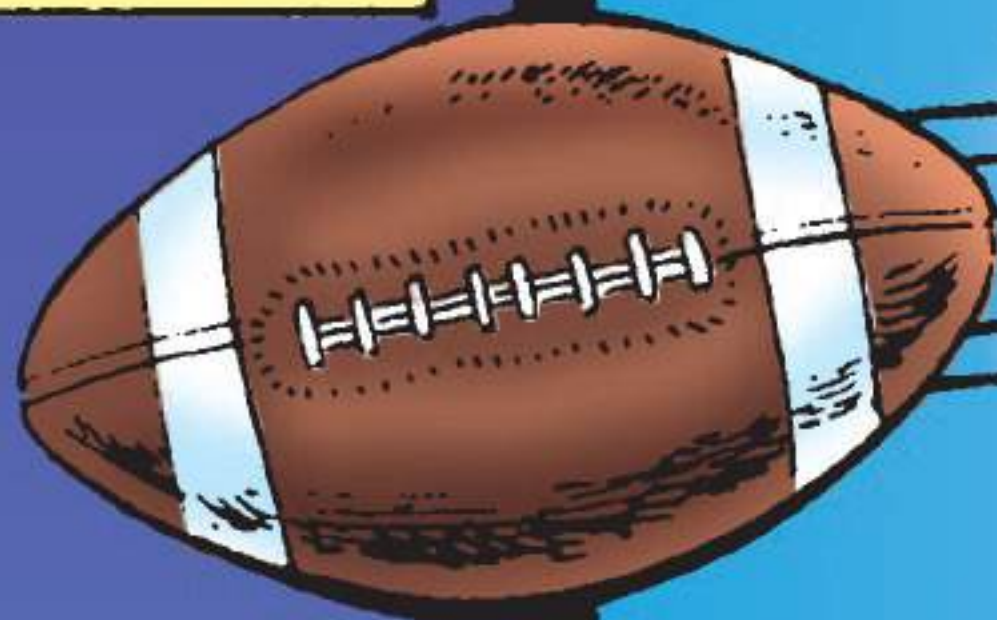
...WE MAY NEVER BE ABLE TO HAVE A FAMILY OF OUR OWN.



CHECK, PLEASE!



UPTOWN...



RASSUM-FRASSUM-
PUNCH-'IM-KILL-
'IM!!

CAN'T BELIEVE THE
LITTLE WEAZOID FOUND
A NEW PLACE TO HIDE
MY ALGEBRA BOOK--

-- SWEAR
I'M GONNA
KILL
JACK--

--NOW I'LL NEVER
FINISH MY HOMEWORK
BEFORE "THE
SIMPSONS" ARE ON--

BLEEP BLEEP



ALEX?
IT'S FOR YOU
-- CINDY
WATSON!

OKAY, MA,
I'LL TAKE IT
UP HERE!

HELLO?

ALEX POWER, IF I HADN'T
HEARD IT FROM YOUR OWN
SISTER, I WOULDN'T HAVE
BELIEVED IT!

HUH? BELIEVED
WHAT--?

WELL, YOU CAN
FORGET ABOUT
OUR DATE FOR
THIS FRIDAY...
OR ANY OTHER
FRIDAY!

GREAT...
THANKS A
LOT, JULIE.

AND RIGHT ON
CUE, THERE GOES
THE ROOT CAUSE
OF MY TROUBLES...
THE WARRIORS
BARGE!

KLIK!

BZZZZ

SURPRISED
JACK DIDN'T HIDE
THAT, TOO.

MAYBE
"BORROWING" MY
SIBS' POWERS
WASN'T SUCH A
GREAT IDEA AFTER
ALL...

...EVEN WITHOUT
THEIR POWERS, JULIE,
JACK AND EVEN KATIE
ARE MORE THAN
CAPABLE OF MAKING
MY LIFE A LIVING HELL...
AS THE PAST FEW
WEEKS HAVE MADE
PRETTY PLAIN.

BUT WHAT
CAN I DO? THE
WARRIORS DON'T
WANT PLAIN
OLD GEE...

...WHEN THEY
CAN HAVE
POWERHOUSE
INSTEAD!



NOW LET'S
SEE IF I CAN GET
IN EVEN MORE
TROUBLE...

I'LL
EAT LATER,
MOM!

ALE-E-E-E-X--!



[illegible][illegible]

NO--I CAN'T DO IT--YOU CAN'T DIE AND LEAVE ME TO DO ALL THAT--

-- THE KINETIC ENERGY IS TAKING FORM--

IT'S WORKING-- I THINK--

-- NOT GOING TO GET ANOTHER CHANCE -- HAVE TO DEAL WITH IT ALL THE FIRST TIME--

-- STILL NEED ANOTHER MONTH OF TESTING ON THE SHELL--

NO TIME, SON-- DOUBT WE COULD HOLD THE PENCIL-PUSHERS BACK ANOTHER WEEK!

DON'T WORRY, THERE'S NOTHING THAT COULD REALLY GO WRONG!

BZZZZZZZZZZZZZ

[illegible]

NO--I CAN'T DO IT--YOU CAN'T DIE AND LEAVE ME TO DO ALL THAT--

-- THE KINETIC ENERGY IS TAKING FORM--

IT'S WORKING-- I THINK--

-- NOT GOING TO GET ANOTHER CHANCE -- HAVE TO DEAL WITH IT ALL THE FIRST TIME--

-- STILL NEED ANOTHER MONTH OF TESTING ON THE SHELL--

NO TIME, SON-- DOUBT WE COULD HOLD THE PENCIL-PUSHERS BACK ANOTHER WEEK!

DON'T WORRY, THERE'S NOTHING THAT COULD REALLY GO WRONG!

BZZZZZZZZZZZZZZZ

NO--I CAN'T DO IT--YOU CAN'T DIE AND LEAVE ME TO DO ALL THAT--

-- THE KINETIC ENERGY IS TAKING FORM --

IT'S WORKING-- I THINK--

-- NOT GOING TO GET ANOTHER CHANCE -- HAVE TO DEAL WITH IT ALL THE FIRST TIME --

-- STILL NEED ANOTHER MONTH OF TESTING ON THE SHELL --

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DON'T WORRY, THERE'S NOTHING THAT COULD REALLY GO WRONG!

BZZZZZZZZZZ

[illegible]

NO--I CAN'T DO
IT--YOU CAN'T DIE AND
LEAVE ME TO DO ALL
THAT--

-- THE
KINETIC ENERGY
IS TAKING
FORM--

IT'S
WORKING--
I THINK--

-- NOT GOING TO
GET ANOTHER CHANCE
-- HAVE TO DEAL WITH
IT ALL THE FIRST
TIME--

-- STILL
NEED ANOTHER
MONTH OF
TESTING
ON THE
SHELL--

GO WRONG!

BZZZZZZZZZZZ

BZZZZZZZZZZZZZ

NO--I CAN'T DO IT--YOU CAN'T DIE AND LEAVE ME TO DO ALL THAT--

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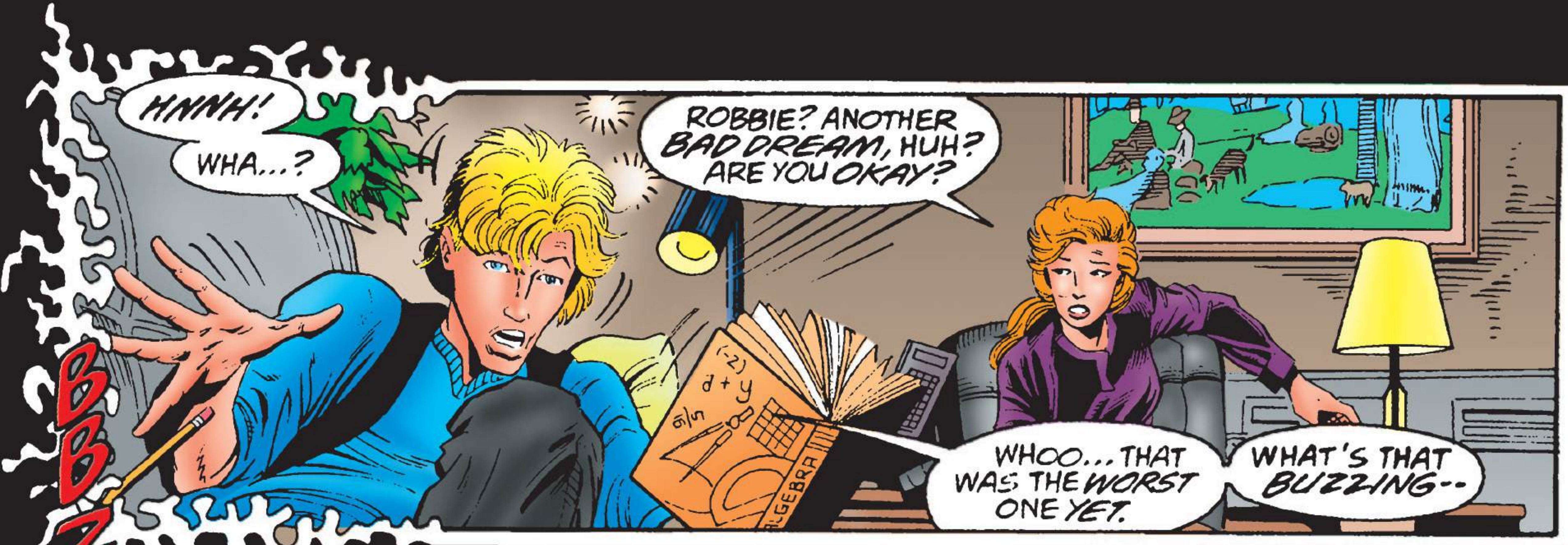
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NO TIME, SON-- DOUBT WE COULD HOLD THE PENCIL-PUSHERS BACK ANOTHER WEEK!

DON'T WORRY, THERE'S NOTHING THAT COULD REALLY GO WRONG!



HNNH!
WHA...?

ROBBIE? ANOTHER
BAD DREAM, HUH?
ARE YOU OKAY?

WHOO... THAT
WAS THE WORST
ONE YET.

WHAT'S THAT
BUZZING--



OH.
WARRIORS
BADGE WOKE
ME UP.



YOU'VE BEEN
EATING TOO
LATE AT
NIGHT.

YEAH,
OR TOO
EARLY IN
THE MORNING.



WELL, GUESS
I GOTTA GO...
I'M OBVIOUSLY
NEEDED FOR
SOMETHING.

YOU, UH, WANT ME
TO BRING ANYTHING
BACK? YOU KNOW,
A BAD GUY'S SCALP
OR NOSE-RING...
OR MAYBE JUST
SOME MILK?

OKAY,
WELL...
BYE,
MOM.

NOPE.

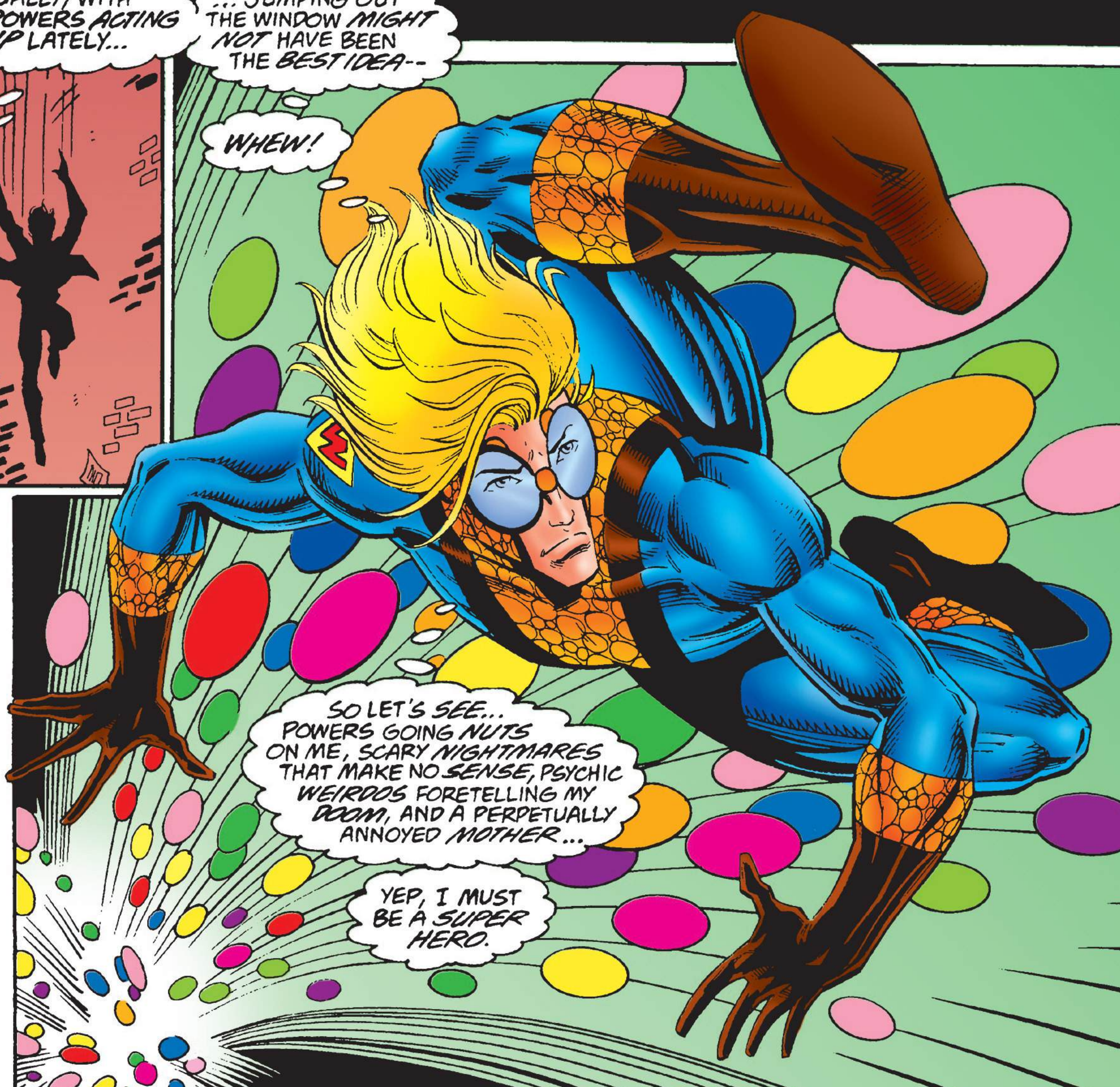
CLIK



ACTUALLY, WITH
MY POWERS ACTING
UP LATELY...

... JUMPING OUT
THE WINDOW MIGHT
NOT HAVE BEEN
THE BEST IDEA--

WHEW!



SO LET'S SEE...
POWERS GOING NUTS
ON ME, SCARY NIGHTMARES
THAT MAKE NO SENSE, PSYCHIC
WEIRDOS FORETELLING MY
DOOM, AND A PERPETUALLY
ANNOYED MOTHER...

YEP, I MUST
BE A SUPER
HERO.

MINUTES LATER...

WHOA... EVERY-ONE'S HERE!

NO KIDDING, SPEEDY -- THIS PLACE IS GETTING MORE CROWDED THAN YANKEE STADIUM ON "HANG STEINBRENNER IN EFFIGY" NIGHT!

YEAH, WHAT-EVER THAT MEANS.

SO WHAT'S THE EMERGENCY?

WE THINK WE MIGHT HAVE INFO ON NITA'S WHEREABOUTS... RIGHT, CARLTON?

I'M WORKING ON IT...

...AND I'D PROBABLY BE DOING A LOT BETTER JOB OF IT WITHOUT EVERYONE STARING OVER MY SHOULDER...



SOMETHING
MILITARY IS GOING
DOWN NEAR THE
BAHAMAS, BUT AS
FAR AS WE CAN TELL,
UNITED STATES
FORCES AREN'T
INVOLVED--THOUGH
THEY ARE AWARE
OF THE OPERATION.

...ANYBODY
GOT ANY
BRIGHT
IDEAS?

I, UH... WELL...

...LIKE I WAS ASKING BEFORE, DON'T YOU GUYS HAVE A WHITE SPACESHIP OR AIRSHIP OF SOME KIND?

I COULD HAVE SWORN I SAW US FLYING IN ONE, IN A FUTURE VISION I HAD...

ZOIKS, HERE GOES "MISS FUTURE-VISION" AGAIN...

"WHITE SPACESHIP"?

OF COURSE!

SNEKK

I CAN'T BELIEVE I DIDN'T THINK OF THIS BEFORE!

FOLLOW ME OUT BACK, GUYS!

NEVER A DULL MOMENT AROUND HERE, I'LL GIVE YOU THAT...

YEAH, AND TODAY'S A SLOW DAY.

FRIDAY!

FRIII-DAAAAAY!

WELL, THAT'S IT. THE KID'S FINALLY CRACKED UNDER THE PRESSURE.

GUESS HIS LITTLE BROTHER'S PRANKS REALLY ADDED UP.

YEAH...WHAT REALLY WORRIES ME IS THAT TODAY'S THURSDAY...

HUNH? OH, I GET IT... THURSDAY... FRIDAY...

YOU GUYS DON'T UNDERSTAND. IT MIGHT TAKE HIM A MINUTE OR TWO TO GET HERE, BUT SEE, POWER PACK USED TO HAVE THIS--



--WHITE
SPACESHIP...

YUP,
THAT'S THE
ONE...

HELLO, ALEX...IT'S BEEN
A LONG TIME.

WAIT-- SOMETHING'S
NOT QUITE RIGHT. WHERE
ARE JULIE, JACK AND
KATIE?

AND IT
TALKS?

IT'S A
LONG STORY,
OLD PAL.

THEY'RE ALL
OKAY, BUT I'M
WITH A NEW
GROUP NOW.

THESE
ARE THE
NEW
WARRIORS...

...AND WE
COULD ALL
REALLY
USE A
LIFT.

ONE OF MY
SPECIALTIES.

OF COURSE, I'LL
HAVE TO RECON-
FIGURE MY MIDDLE
CARGO BAY TO PAS-
SENGER SEATING IF
I'M TO ACCOMMO-
DATE ALL OF YOU--

RECONFIGURE AWAY, THEN, AND
GET YOUR ASTRONAUTICS IN GEAR...
WE'RE ON A SCHEDULE HERE!

UM...

RICH, ARE
YOU SURE
YOU SHOULD--

YES.

RECONFIGURATION COMPLETE.
YOU SHOULD ALL BE ABLE TO
FIT COMFORTABLY NOW.

AT SOME POINT, THOUGH, ALEX,
I WOULD LIKE TO KNOW WHAT
HAPPENED TO POWER PACK...

TONG
TONG

ER...YOU'RE
NOT THE ONLY
ONE, FRIDAY...

YOU...YOU
KNEW... YOU
SAW THIS...

Y-YOU REALLY
CAN SEE THE
FUTURE...

THAT'S WHAT I'VE BEEN
TRYING TO TELL YOU, ROBBIE.

THE ONLY QUESTION NOW IS
WHETHER EVERYTHING I SEE
HAS TO COME TRUE.

FOR ALL I KNOW, THIS LITTLE
MISSION COULD BE THE ONE
WHERE YOU, UH... THE ONE
I TOLD YOU ABOUT.

BUT IF I'M
NOT THERE WITH
YOU, THEN--

THEN IT CAN'T
HAPPEN?

WE DON'T KNOW
THAT, RINA. IF
ANYTHING, YOU
SHOULD COME
ALONG FOR THAT
VERY REASON.

YOU'RE THE ONLY ONE WHO
MIGHT BE ABLE TO SEE IT
COMING... AND
HELP US AVOID IT.

COME...
WITH YOU?

IF YOU
DON'T
MIND.

I--DO YOU REALLY
THINK I'M READY
FOR THIS? I MEAN,
WHAT IF--

DON'T
WORRY, RINA. WE'LL
WATCH YOUR...

...BACK.

"BACK" OFF,
SPEEDBALL!

I SAW
HER
FIRST!

HM. I WAS GOING TO
ASK WHY THE ONE IN
RED WAS BEING LEFT
BEHIND...

... BUT I THINK HE JUST
ANSWERED MY QUESTION.

FWSSHHH

TEN SECONDS AND
FIFTY MILES LATER...

--SO THEY'RE
BASICALLY LIKE JET
FIGHTER CONTROLS,
RIGHT?

THE FLIGHT
CONTROLS CAN
BE CONFIGURED
THAT WAY, IF YOU
WISH, RICHARD...
THOUGH I WOULD
ADVISE WE
REMAIN ON AUTO-
PILOT UNTIL
YOU'VE HAD TIME
TO FULLY--

SCREW THAT
"FRIDAY"! GO TO
MANUAL
CONTROL.

THERE'S NOTHING YOU'VE
GOT THAT FIFTEEN YEARS OF
VIDEO GAME FLIGHT SCHOOL
HASN'T PREPARED ME FOR.



THE OPERATION
PROCEEDS APACE,
PROTOCOL.

THE CALI CARTEL'S
SMUGGLING OPERATION
WAS AS CLEVER AS OUR
INTELLIGENCE HAD
INDICATED.

THE COCA-LADEN PRIVATE
PLANES WOULD ARRIVE FROM
COLOMBIA AND LAND AT THIS
INNOCUOUS, UNNAMED CARIB-
BEAN ISLAND'S TINY AIRPORT...

...IN THE HANGARS OF
WHICH THE ILLEGAL CARGO
WAS UNLOADED DIRECTLY
TO THEIR UNDERGROUND
COCAINE PROCESSING
PLANT BELOW...

...AND THE
FINAL PRODUCT
WAS DELIVERED
STRAIGHT TO MIAMI
VIA UNDERWATER
TORPEDOES OR
EVEN MINI-SUBS...

SO THE COCAINE
NEVER SAW THE LIGHT OF
DAY UNTIL IT WAS ALREADY
ON AMERICAN SOIL...
READY TO POISON THE
MINDS OF THE AMERICAN
PEOPLE.

EXACTLY, SIR. THUS
THE CALI AVOIDED DETECTION
BY BOTH AERIAL RECONNAIS-
SANCE AND SATELLITE
CAMERAS.

WE, HOWEVER, SEEM TO HAVE
CAUGHT THEM FLAT-FOOTED...
THEY HAVEN'T EVEN TRIED TO
ESCAPE IN THE MINI-SUBS
YET.

AND THE SOLDIERS ARE
NEARLY READY TO DELIVER
THE INCENDIARY
DEVICE...

KEEP MOVING... PREPARE
FOR ENTRY INTO THE MAIN
HANGAR...

...THE DEVICE IS NOW BEING
RECEIVED BY RIGHT... SMASH ANY
RESISTANCE AND TEAR A HOLE
INTO THE COMPLEX BELOW...

GENERAL OBSIDIAN-- I'M READING
MAJOR ENERGY SPIKES IN THE
AIRPORT AREA-- ON A FREQUENCY
I'VE NEVER SEEN BEFORE!

ON THE BIG
SCREEN--
NOW!

SOME KIND OF
ADVANCED AIR-
CRAFT... AND THE
NEW WARRIORS?!

BLAST--
NOT AGAIN!
NOT NOW!

HOW COULD THEY
HAVE LEARNED OF THIS
OPERATION? IS IT POSSIBLE
THAT KYMAERA SOMEHOW
CONTACTED--

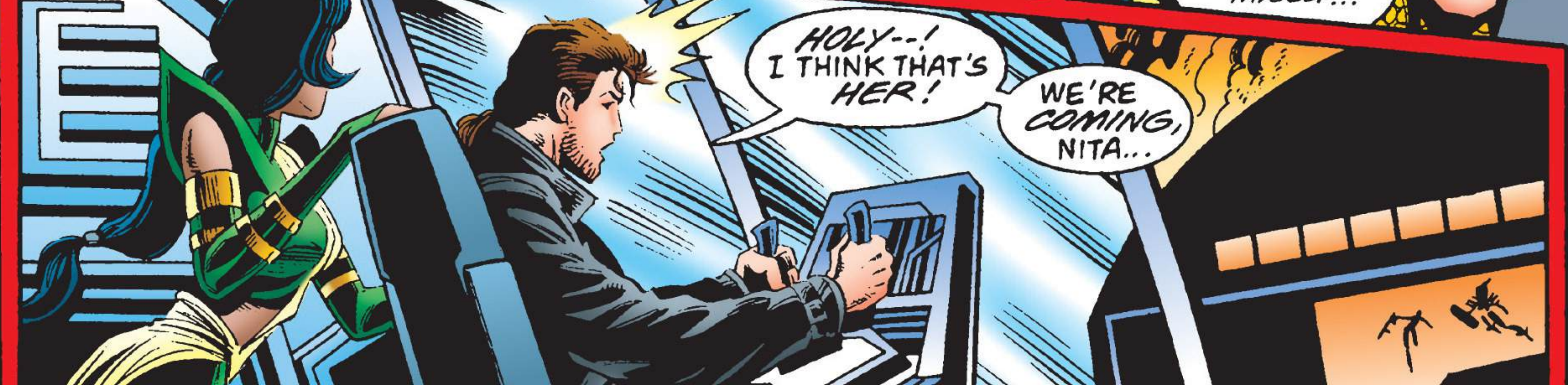
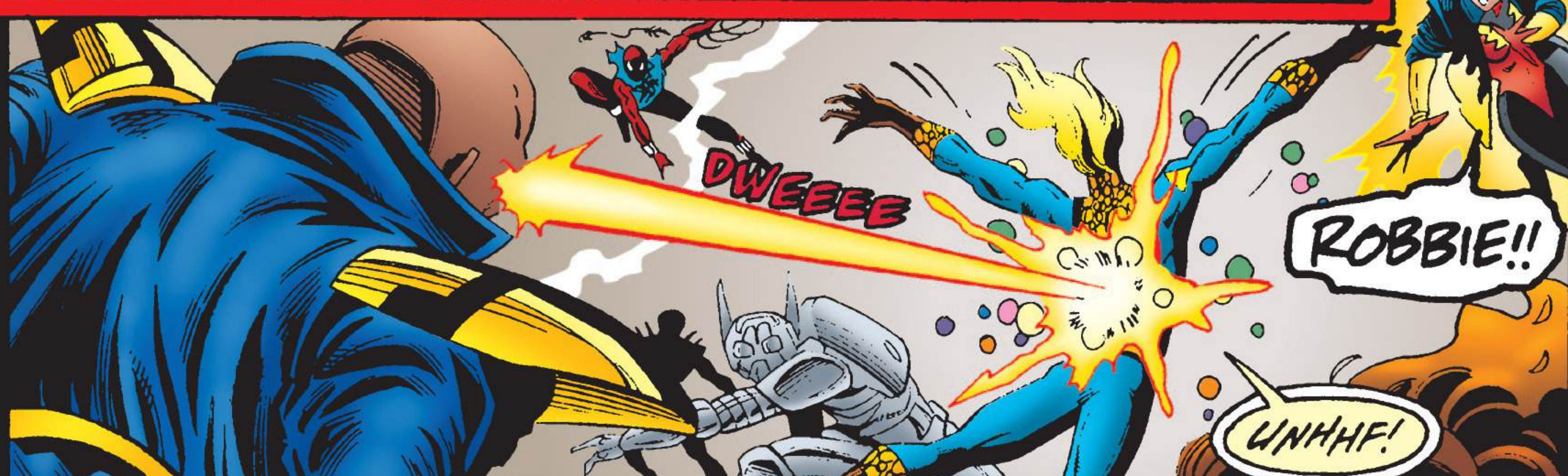
NEGATIVE, SIR! GENERAL
ADMISSION TESTED ALL THE
SOLDIERS' COMMLINKS JUST
YESTERDAY-- SHE'S COMPLETELY
UNDER OUR CONTROL--

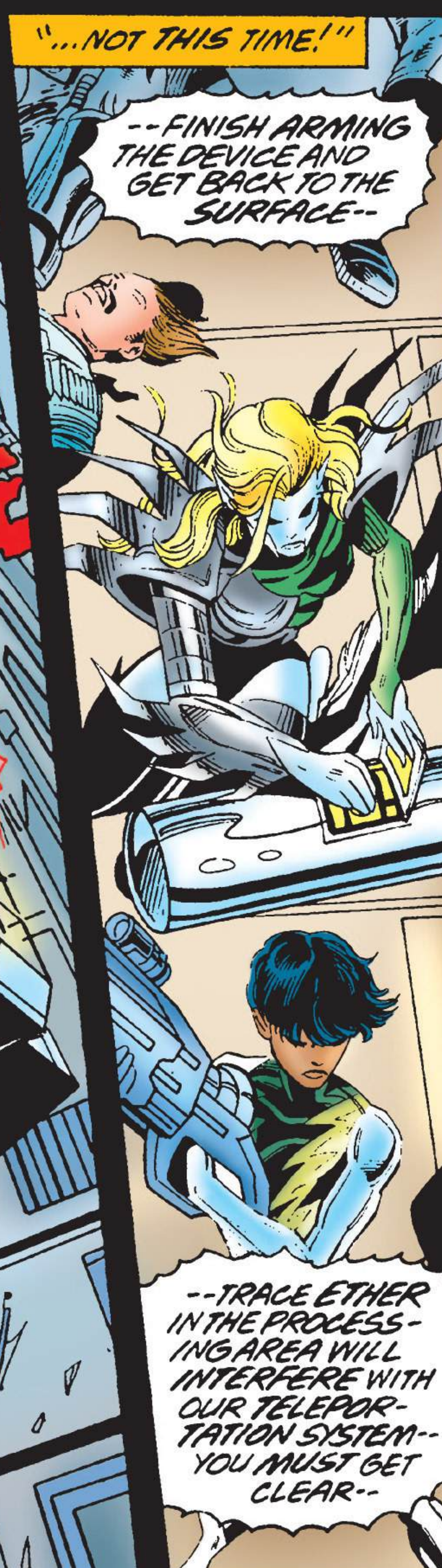
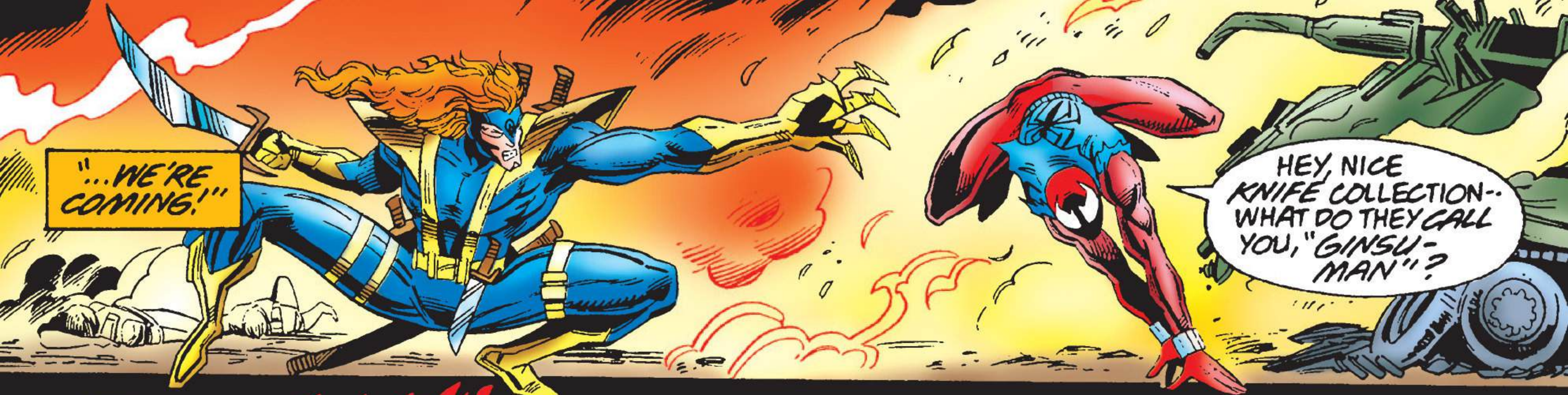
*The warriors messed up
Protocol's plans back in
NW #54-#56... guess he
holds a grudge!
--TRAUMATIZED TOM

NEVER MIND THAT NOW--
HAVE THE REST OF THE SOLDIERS
KEEP THE WARRIORS OCCUPIED...
THOSE SELF-RIGHTEOUS BRATS WILL
NOT INTERFERE WITH ANOTHER
OF OUR MISSIONS! *

AND HAVE HARD AND FAST
DELIVER THAT BOMB TO THE
UNDERGROUND COMPLEX AND
DETONATE IT-- NOW!

SKREEEUNNNH







WHILE ABOVE...

NICE TRY, RIGHT--ALMOST DIDN'T ERECT MY TK SHIELD IN TIME!

NOW IT'S MY TURN--

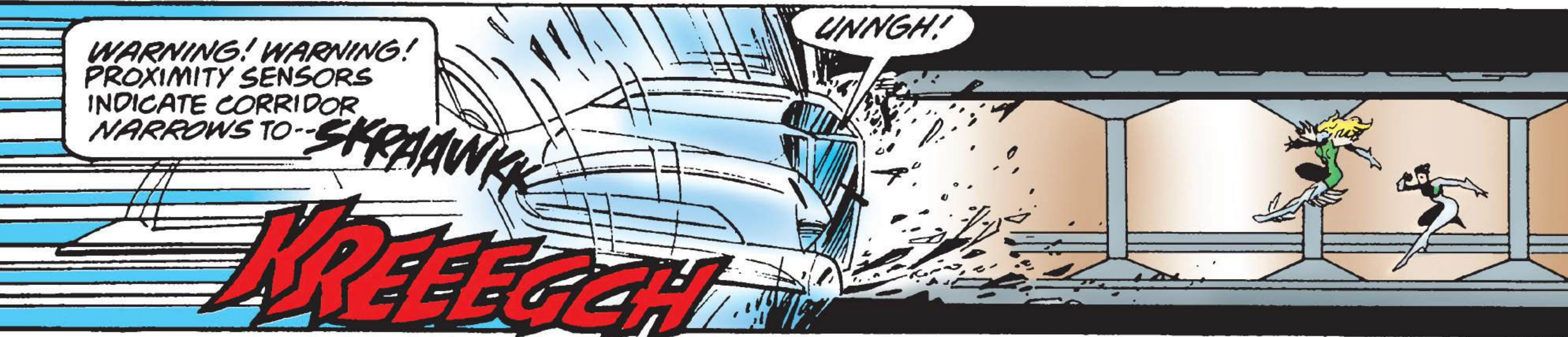


WH--?! NO-- THEY'RE TELEPORTING AWAY!



THEY'RE ALL BUGGIN' OUT AGAIN!

NOT ALL OF 'EM...

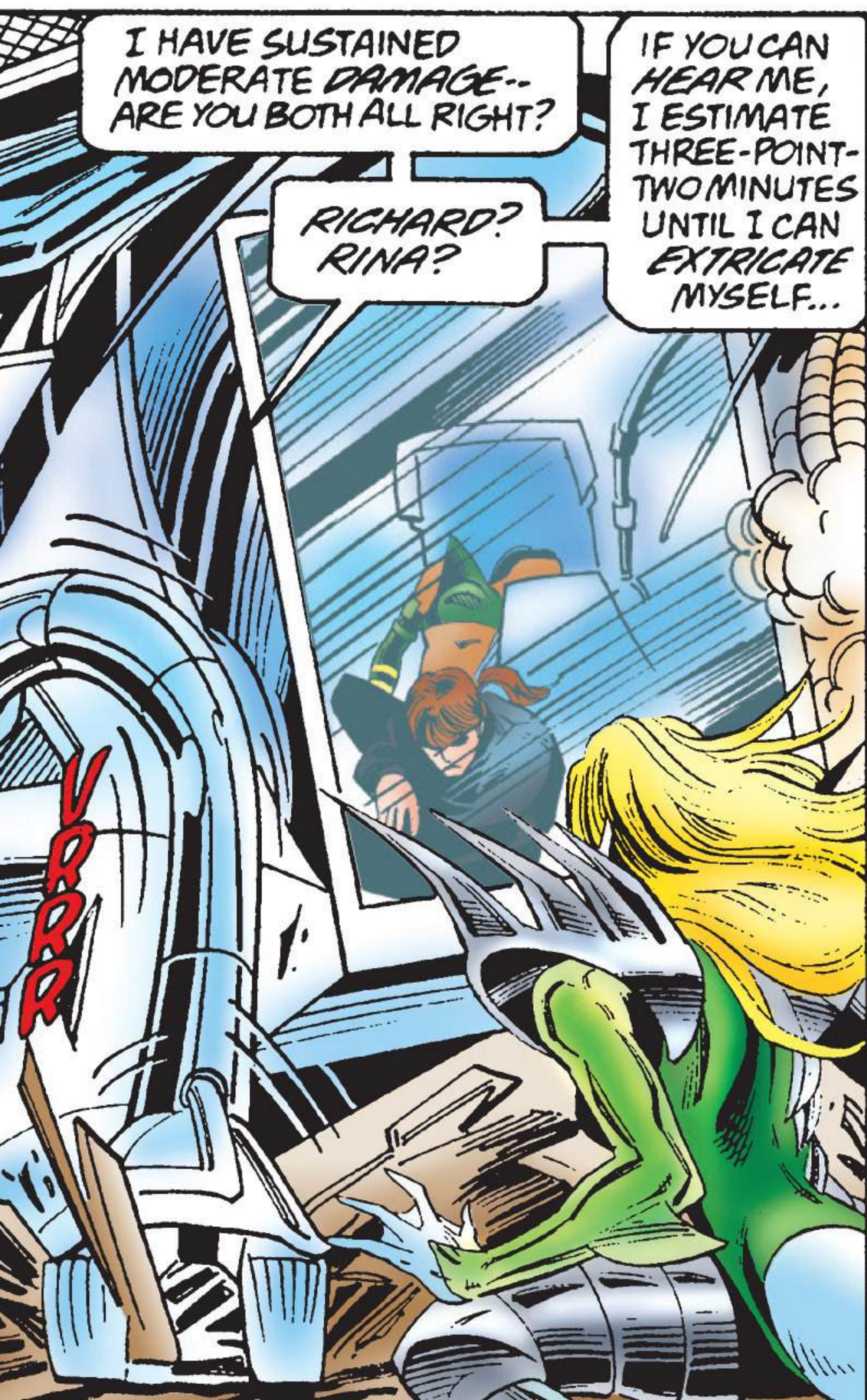


UNNGH!

WARNING! WARNING! PROXIMITY SENSORS INDICATE CORRIDOR NARROWS TO--

SKRAAWKK

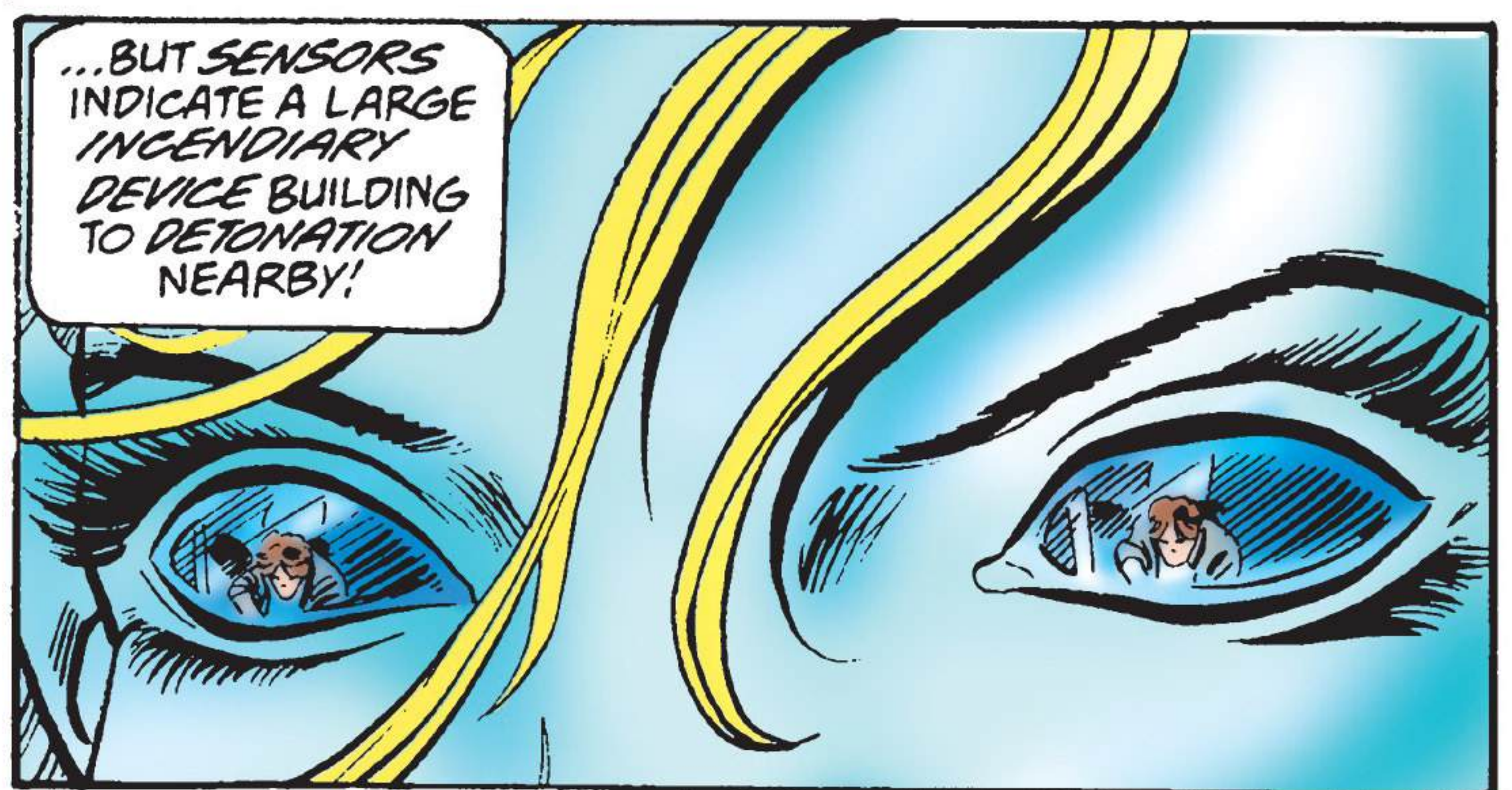
KREEEGCH



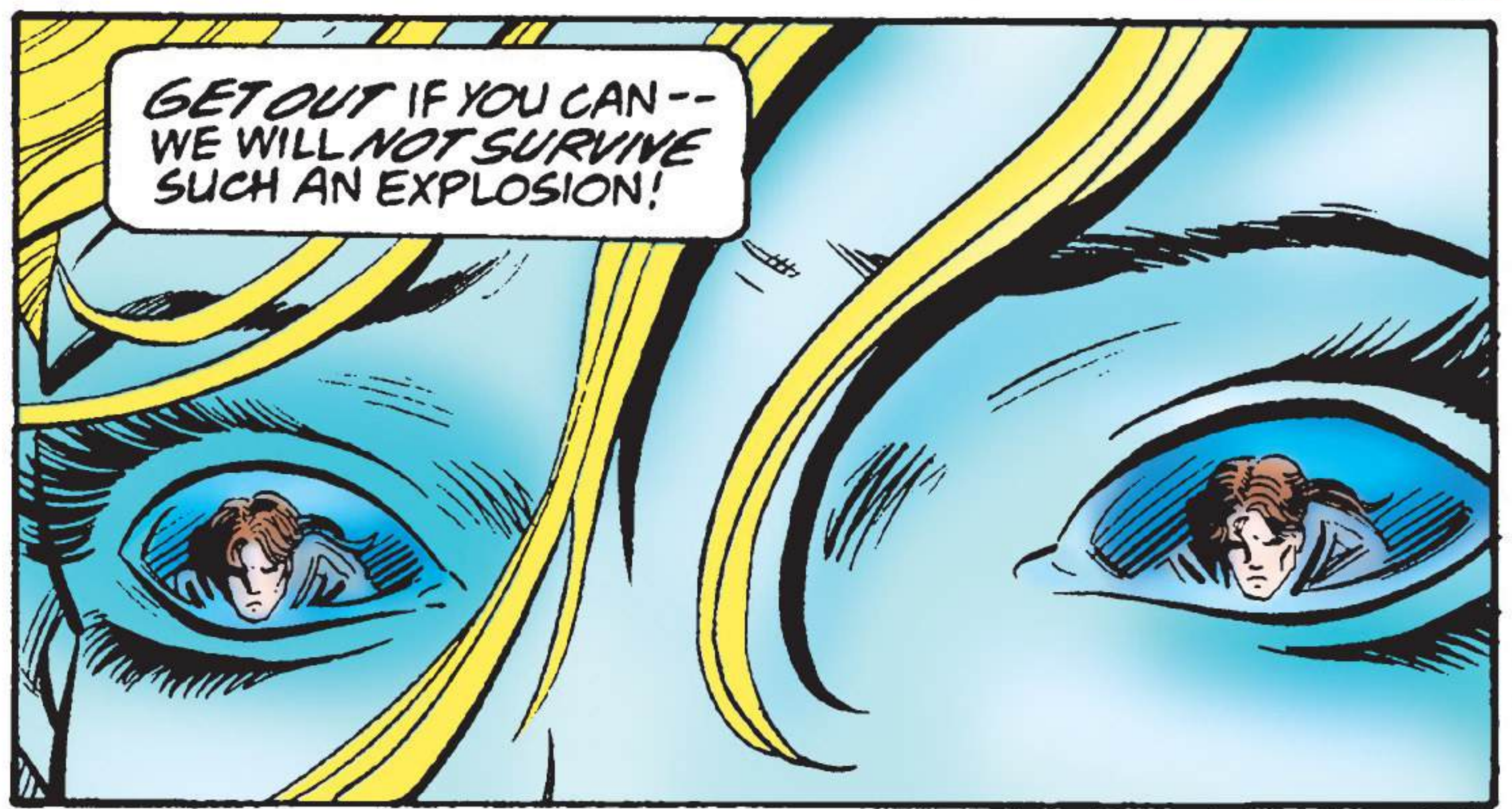
I HAVE SUSTAINED MODERATE DAMAGE-- ARE YOU BOTH ALL RIGHT?

RICHARD? RINA?

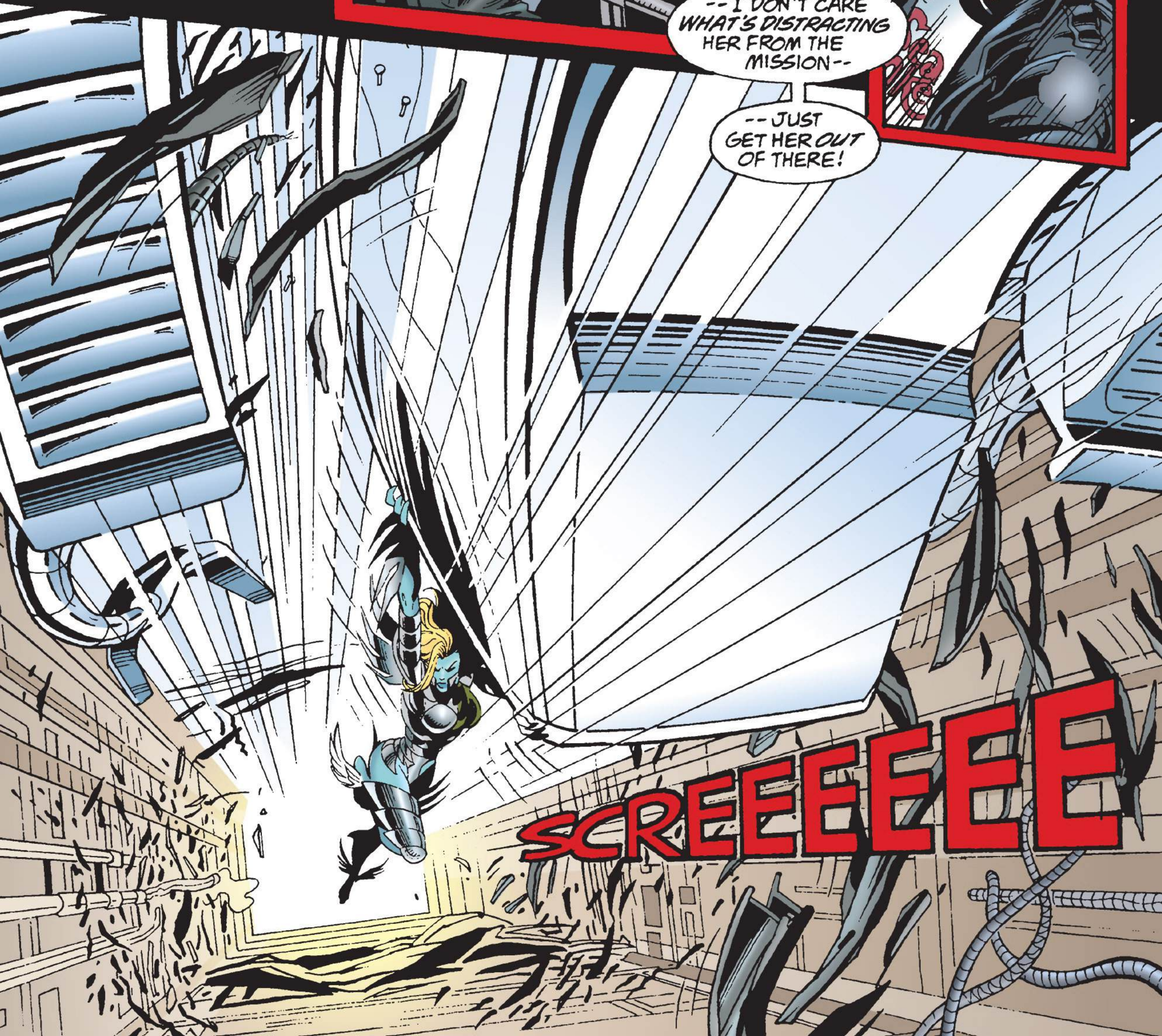
IF YOU CAN HEAR ME, I ESTIMATE THREE-POINT-TWO MINUTES UNTIL I CAN EXTRICATE MYSELF...



...BUT SENSORS INDICATE A LARGE INCENDIARY DEVICE BUILDING TO DETONATION NEARBY!



GET OUT IF YOU CAN-- WE WILL NOT SURVIVE SUCH AN EXPLOSION!





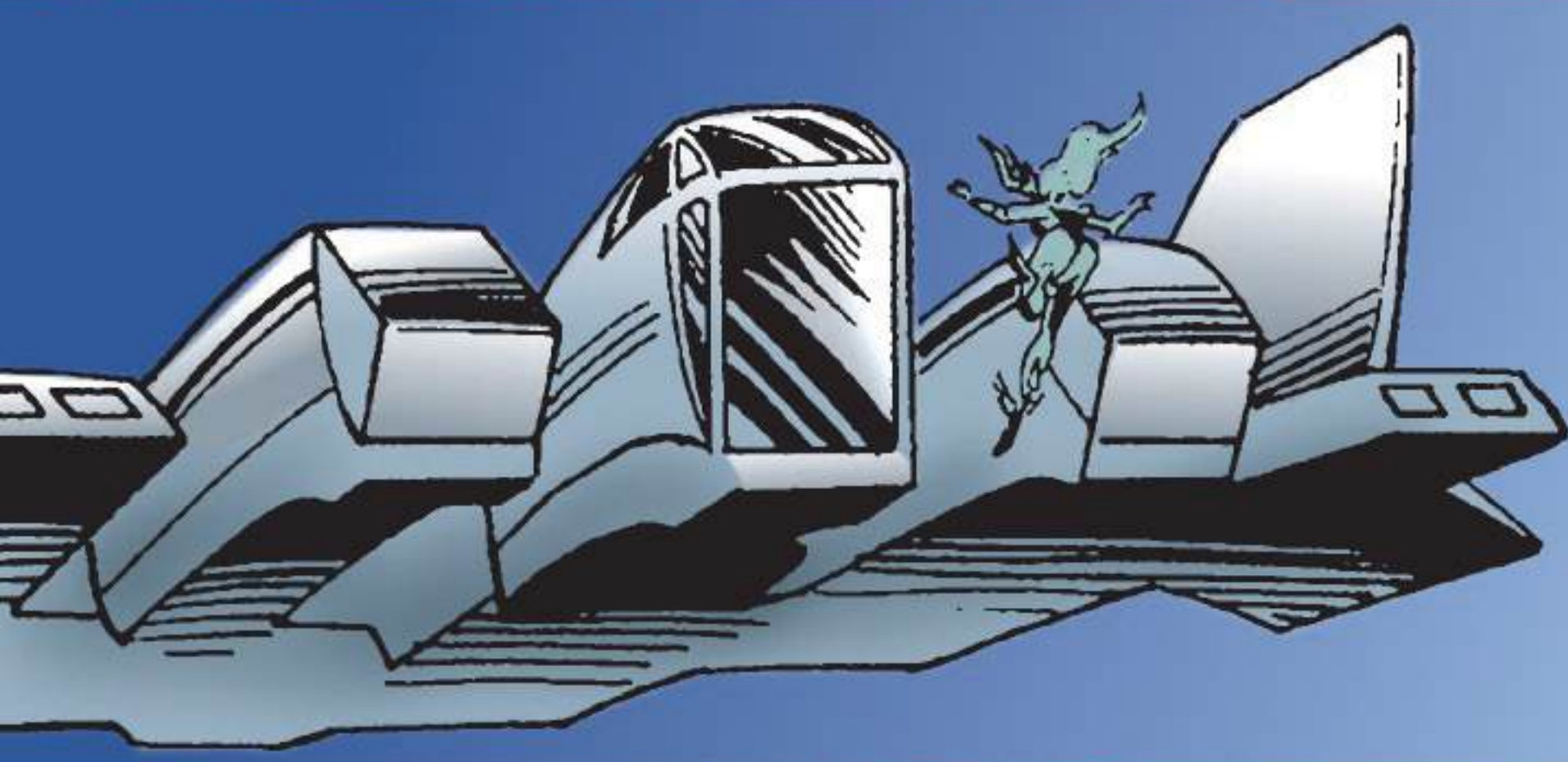
BREDEEP
BREDEEP

KLIK

KROOM

WHAT'S--

BOOM

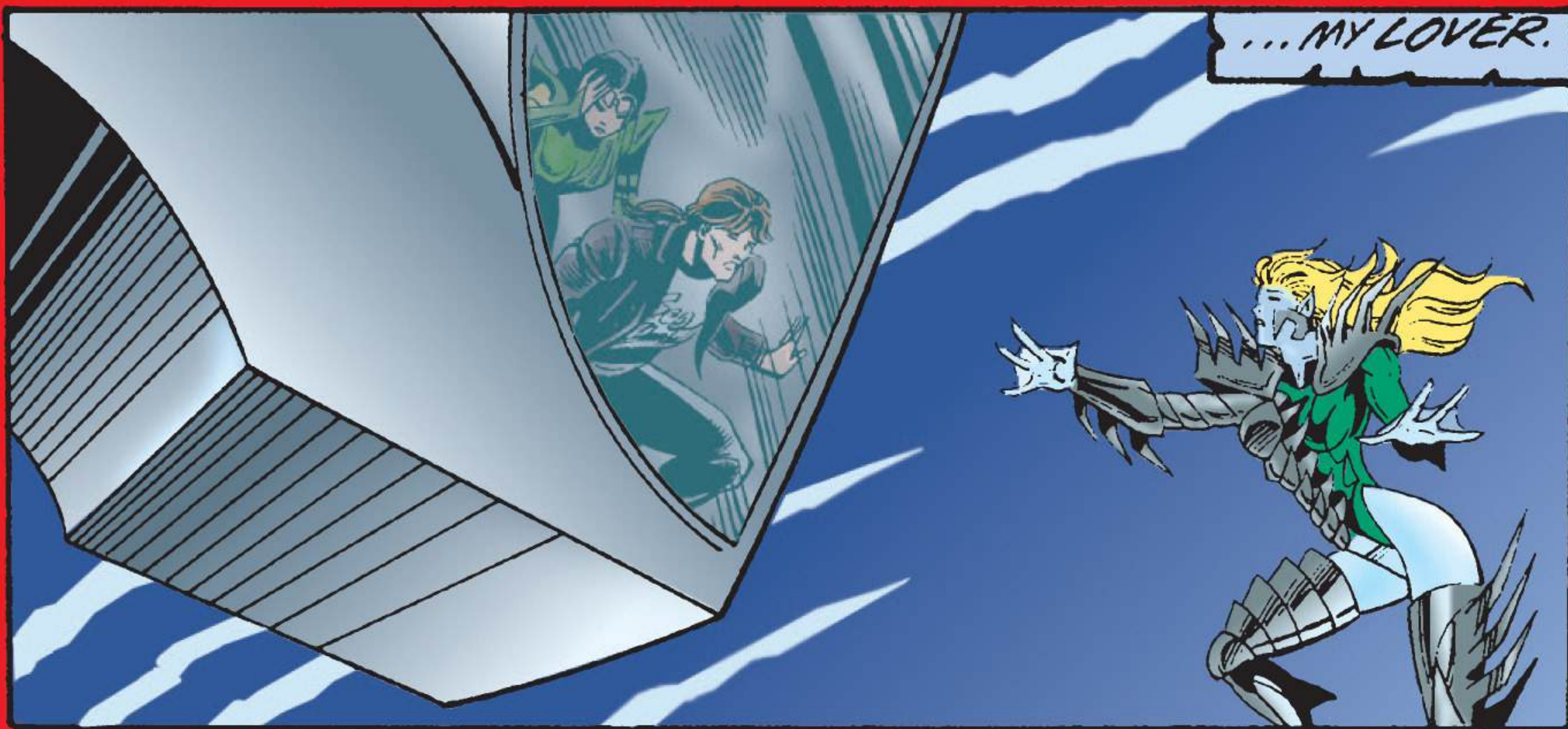


I MAY BE A SLAVE
MACHINE... BUT
THAT'S NOT ALL I AM.

THEY'VE TAKEN SO
MUCH FROM ME...
MY FAMILY...



...MY
FRIENDS...



...MY LOVER.

BUT THEY
COULDN'T
TAKE AWAY
THE LOVE.



WE'LL ALWAYS
HAVE THAT, RICH.



PLEASE
REMEMBER...



NOT
AGAIN--NITA!
NO!!



NO...

EVAN SKOLNICK•story
PATRICK ZIRCHER•pencils
ANDREW PEPOY•inks
JOHN COSTANZA•letters
JOE ROSAS•colors
MALIBU•separations
TOM BREVOORT•editor
BOB BUDIANSKY•editor in chief

TOM BREVOORT
EDITOR

NEW OPINIONS

GLENN GREENBERG
ASSISTANT EDITOR

ATTENTION CORRESPONDENTS: TO BE CONSIDERED FOR PUBLICATION, ALL LETTERS TO "NEW OPINIONS" MUST INCLUDE YOUR NAME AND ADDRESS, ALTHOUGH WE WILL WITHHOLD THAT INFORMATION BY REQUEST. WRITE TO: NEW OPINIONS, C/O MARVEL COMICS, 387 PARK AVENUE SOUTH, NEW YORK, NY 10016.

We're baaaack! Sorry we've been somewhat irregular with regard to our letters pages, but rest assured, we still read all the mail that you send us, and we intend to have a letters page with every issue from now on.

We have to say, the mail on **NEW WARRIORS** #60 has been tremendous, in terms of volume and praise. We really wish we could run *all* of it, but then we'd have no room for Evan and Pat's story! It seems like we've really struck a chord with you readers, what with the startling events of **NOVA** #'s 17 and 18 and the cataclysmic conclusion here in **NW**. Your comments, praise and criticisms were very enlightening, and we appreciate the interest you've all shown in the series. We encourage you to continue sending us your cards and letters, especially in light of the dramatic developments that are coming up shortly. We haven't finished shaking things up around here, and we want to know what you think.

Now, on to your letters...

— Tom Brevoort and
Glenn Greenberg

Opinionated Ones,

NEW WARRIORS #60 was a gem. I was a big fan of Rom, Spaceknight, and was thrilled when he showed up at Rick Jones's wedding last year. I've been waiting to see him and the Dire Wraiths again for a long time. I don't remember ever having heard of Volx before, but a "queen bee" Dire Wraith seems a reasonable idea, and one that worked well for this issue. Since Volx survived the explosion, I'd like to see her in these pages again.

It's nice to see that Evan remembered the origin of the Torpedo suit, and its abilities as well. Maybe this will encourage Turbo to seek out the history of her costume.

When Volx returns, I'd like to see the Warriors go to Galador to enlist the aid of Rom and Brandy. Even though Rom doesn't have the armor anymore, he could be used as a consultant for the

Warriors when they face Volx again. The Spaceknight was one of my favorite characters, and I'd love to see him return to the Marvel Universe. Please consider this.

I'm not too crazy about Nova being powerless. I think he should get his powers back as soon as possible.

Joe Christiano
35 Coach Drive
Waterbury, CT 06708

Dear Tom,

NEW WARRIORS #60 came out today. I loved it! Well, I loved most of it. The art just keeps getting better and better. Patrick and Andrew are doing an incredible job.

It's taken five years, but Vance is finally officially leading the team. Hurray! Not only is he finally in charge, but he looked really good this issue. His costume may have been torn to bits, but this is the best he's looked in a long time! Thank you for getting rid of that ridiculous visor! As for the new costume, I think I like it.

The jury's still out on Hindsight's new costume. It's better than his old one, but anything would be. Dropping the "Lad" was a good idea. Evan's done wonders with this character. I detested him until recent issues. He isn't nearly as obnoxious as he used to be. Also, the communicators are very clever. How did Hindsight pay for all this?

I'm glad Dwayne isn't on the team anymore, and I really like his farewell gift. Letting the Warriors have the Crash-pad was really big of him, but giving them a million dollars was really generous. Too bad we didn't see this side of the character when he was on the team. Maybe I would've liked him more.

I'm very excited about the Scarlet Spider joining the team! I also like this new Timeslip character. The epilogue this issue has me a little worried, though. Please don't kill Speedball. He's very funny, and I have a friend who would be very upset if Speedy bought the farm.

Now that I've told you everything I liked, I have to say that I am not happy about the way you treated Nova.

Although I was not a regular reader of his own comic, I did not want to see him leave the pages of **NEW WARRIORS**. His quick temper and rash personality were a good contrast to Vance's level-headedness. He and Speedball were very funny together. I don't understand why you've taken his powers away. I also don't know why you gave them to Saal. I do not like him at all! I hope that someday you bring Nita back. When you do, I want to see Rich as Nova there to greet her.

Stacey Friedlander
18315 Germain Street
Northridge, CA 91326

As you saw this issue, Stacey, Nita has returned, but not the way you might've expected. Also, Rich played a major role in the story, but perhaps not exactly in the way you wanted. So, basically, we're giving you what you want, but with a twist. We hope that's enough to satisfy you nonetheless.

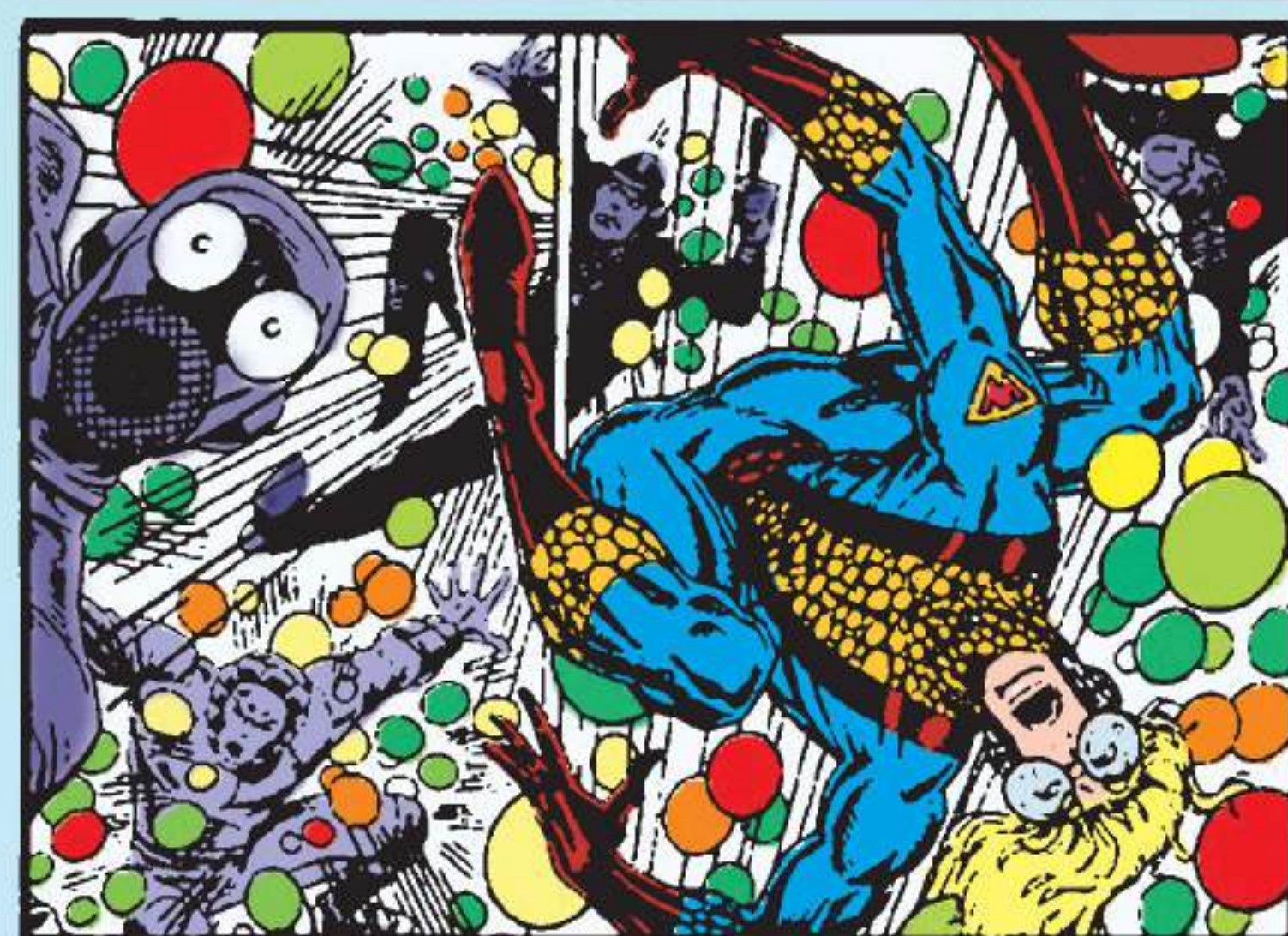
By the way, what did you think of the Scarlet Spider's induction into the team, now that you've seen it?

NEXT ISSUE:

Okay, Speedball fans, this one's for you! Robbie Baldwin goes home to visit his father, and ends up in an epic adventure of intrigue and downright improbability as all of his old enemies seem to be coming back, along with everybody's favorite feline, Niels the cat!

Plus, the Scarlet Spider and Justice finally have a heart-to-heart, man-to-man confrontation that will redefine their relationship!

Join us for **NEW WARRIORS** #66, on sale in just thirty days! And enjoy the rest of the summer!



THERE'S A NEW WEB-SLINGER IN TOWN!

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SCARLET SPIDER

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THE TOMB OF
Kaine!



Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man**! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: **THE SCARLET SPIDER!**

THE SUB-BASEMENT OF A
BROOKLYN WAREHOUSE,
THREE WEEKS AGO...

OOH, HE'S AN
UGLY ONE, YES?
EVEN FOR A
HU-MAN.

WE SHOULD
MAYBE LET THE
HU-MAN OUT
TO PLAY...?

NO, SPINNER!
CLOSE IT--
QUICKLY!

THIS CREATURE
IS OBVIOUSLY
CONFINED FOR A
REASON--A REASON
WHICH IS NO CONCERN
OF OURS!

OUR MISSION IS TO
SECURE THE MASTER'S
SECRETS, AND THE
LAST THING WE NEED
IS ANOTHER ELEMENT
OF DANGER TO SCREW
IT ALL UP!

SLAM

NOW, LET'S GET
TO WORK!

you say you want an EVOLUTION!

THE SAME
WAREHOUSE,
TODAY...

OBOY.

IF I DIDN'T KNOW
BETTER, I'D SWEAR THEY
WERE FILMING THE SEQUEL
TO *OUTBREAK*
DOWN THERE.

BUT SINCE THIS WAREHOUSE
HAPPENS TO BE THE FRONT
FOR THE JACKAL'S UNDERGROUND
LAB, I SMELL SOMETHING MORE
SINISTER THAN CELLULOID!

BESIDES, IF IT IS
A MOVIE, THEY'RE
CERTAINLY SCRAPING
THE BOTTOM OF THE
BARREL FOR ACTORS
THESE DAYS.

I MEAN, COULDN'T
THEY HAVE FOUND A BETTER
REPLACEMENT FOR *DUSTIN
HOFFMAN'S* ROLE...

GLENN HERDLING
WRITER

TOD SMITH
PENCILER

JOHN NYBERG
INKER

CLEM ROBINS &
LORETTA KROL
LETTERS

JOE ANDREANI
COLORIST

MALIBU
COLOR SEPARATIONS

BOB BUDIANSKY
CHIEF ARACHNERD

ERIC FEIN
EDITOR



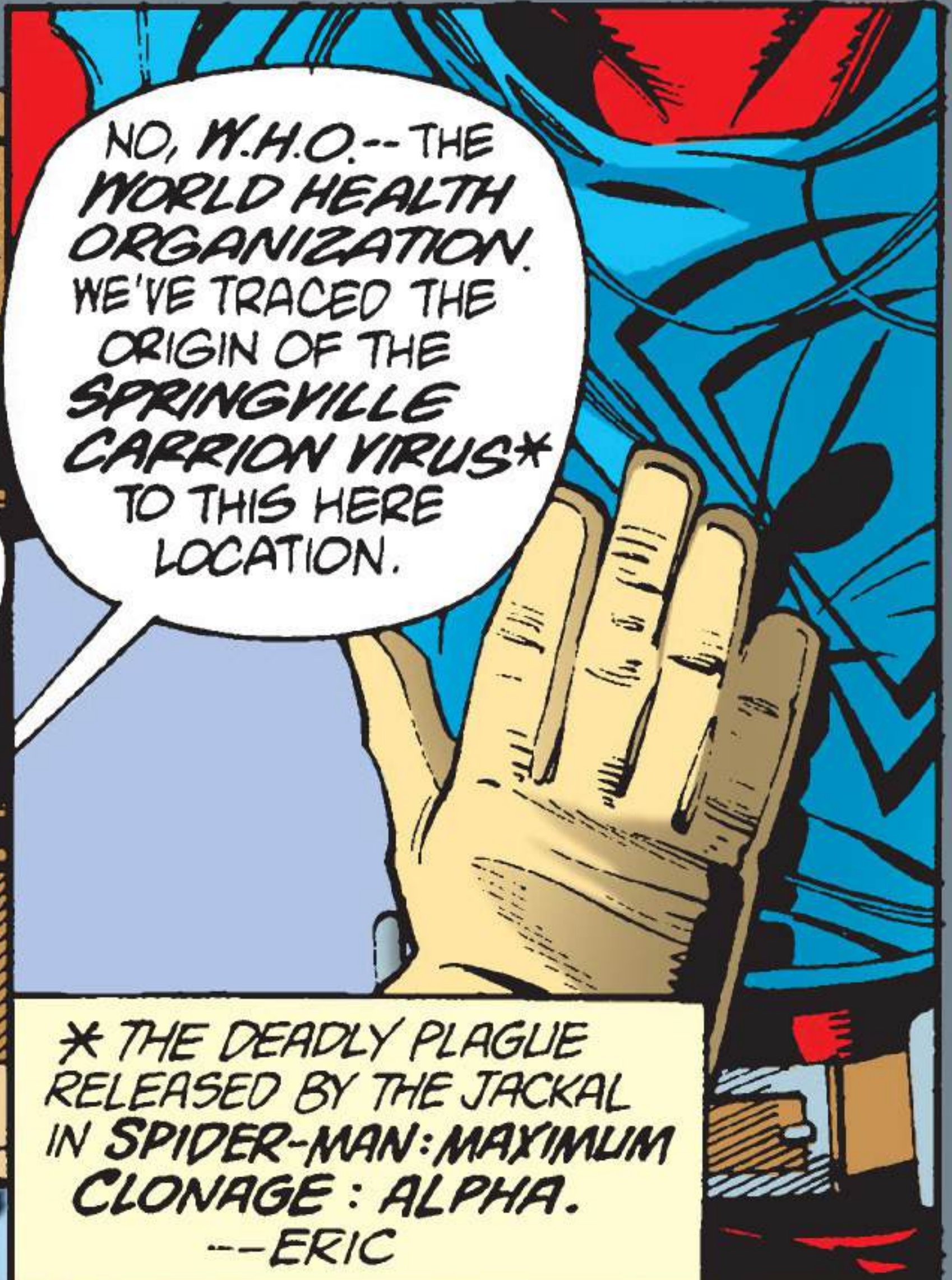


HOLD IT, LONG-JOHN'S I THIS IS A RESTRICTED AREA.

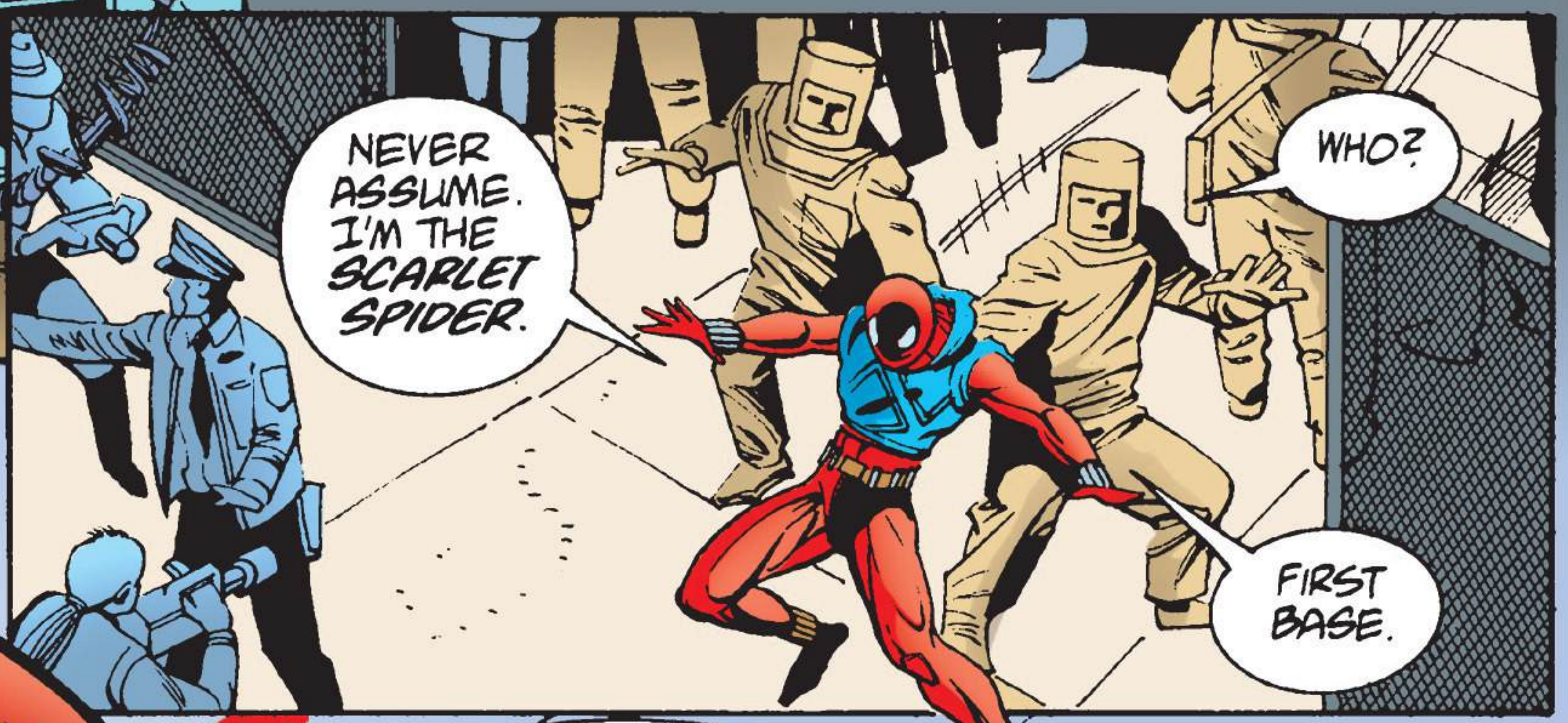
AND JUST WHO ARE YOU GUYS?

EXACTLY.

WHAT?



* THE DEADLY PLAGUE RELEASED BY THE JACKAL IN SPIDER-MAN: MAXIMUM CLONAGE : ALPHA.
---ERIC



COMMANDER-- WE'VE SECURED THE PERIMETER, BUT WE HAVEN'T FOUND A TRACE OF THE VIRUS.



THEN WHY IS MY SPIDER-SENSE BUZZING...?



"...WHAT'S RAVEN
GOTTEN HIMSELF
INTO THIS TIME?"

IT'S MILLER TIME,
CHARLIE. WE SEARCHED
THE WAREHOUSE TOP TO
BOTTOM AND CAME UP
WITH ZILCH!

THAT'S BECAUSE
YOU DIDN'T KNOW
WHAT TO LOOK
FOR.

A TRAIL OF MARKED
BODIES FROM SALT LAKE
CITY TO MANHATTAN HAS
FINALLY LED ME HERE--

--TO THE LAST
REPORTED VICINITY OF
MY PARTNER'S
KILLER...

...THE FUGITIVE
KNOWN AS Kaine!

WELL, WELL...WHAT HAVE
WE HERE? THIS SHINY,
NEW ELECTRICAL SYSTEM
SEEMS OUT OF PLACE
IN AN OLD, RUNDOWN
WAREHOUSE.

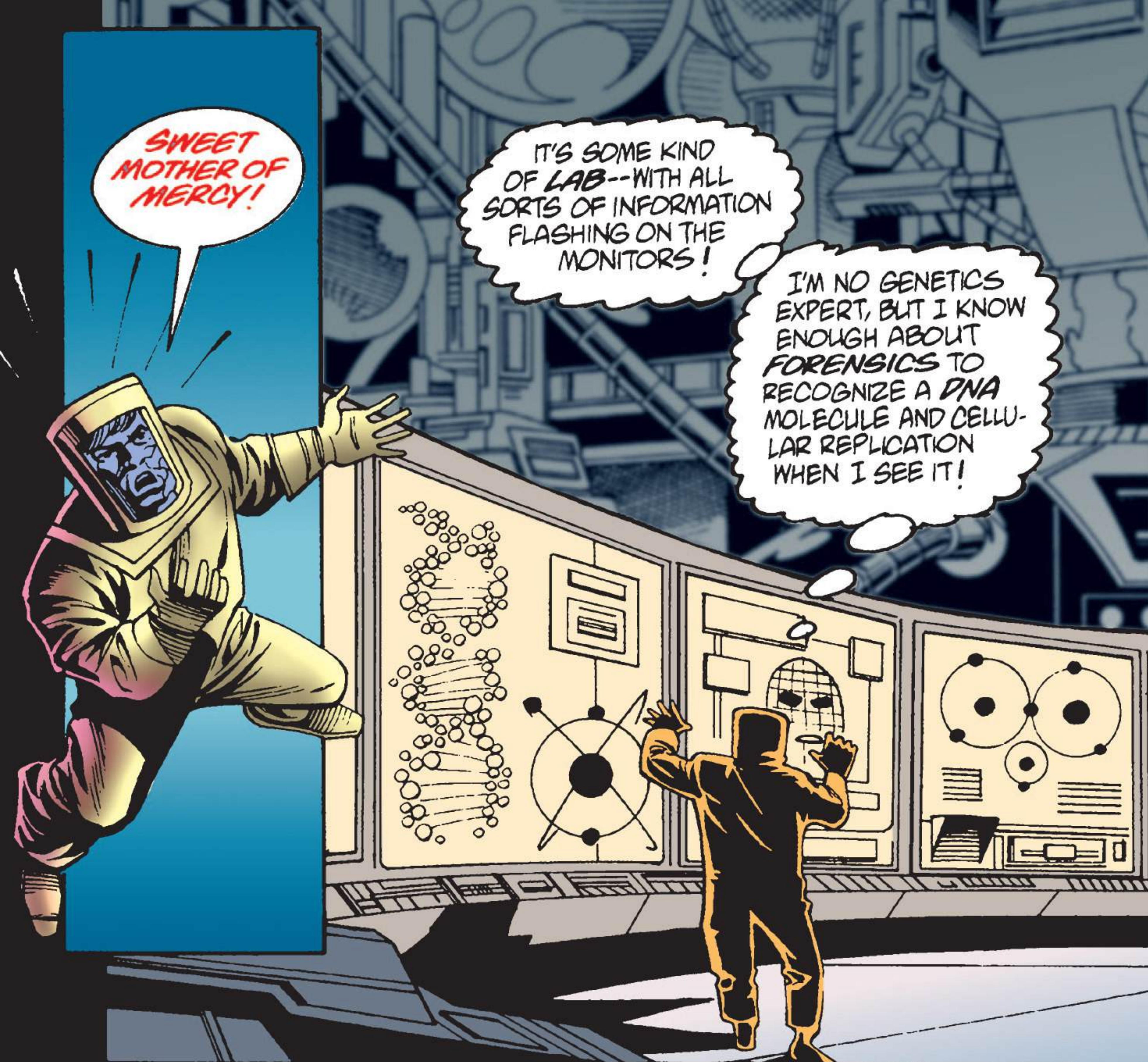
AND WHAT'S
THIS? A
MOVING
PANEL--!

PRESTO!
INSTANT
STAIRWELL!

ONLY ONE
PLACE IT
CAN LEAD--

--DOWN!

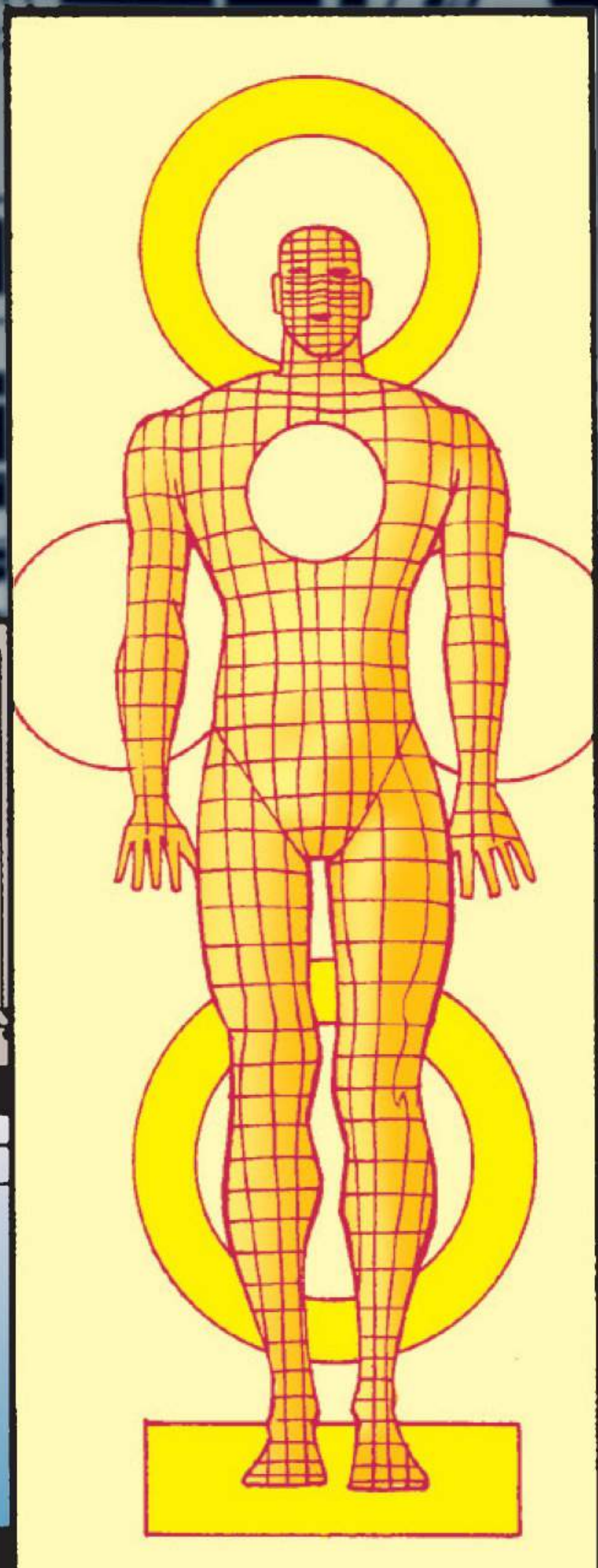
NOW, LET'S
SEE WHAT'S
THROUGH THIS--



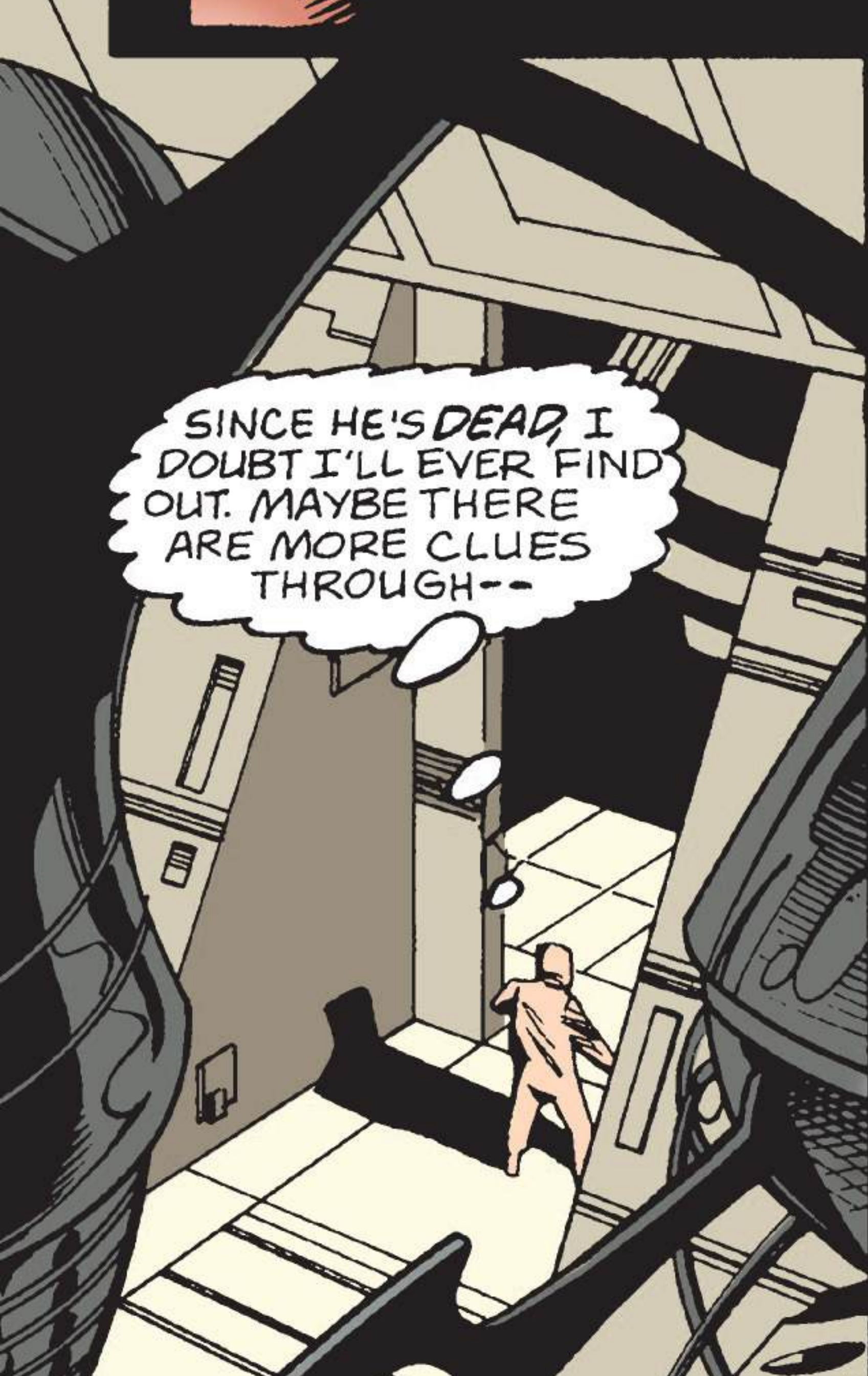
SWEET MOTHER OF MERCY!

IT'S SOME KIND OF LAB--WITH ALL SORTS OF INFORMATION FLASHING ON THE MONITORS!

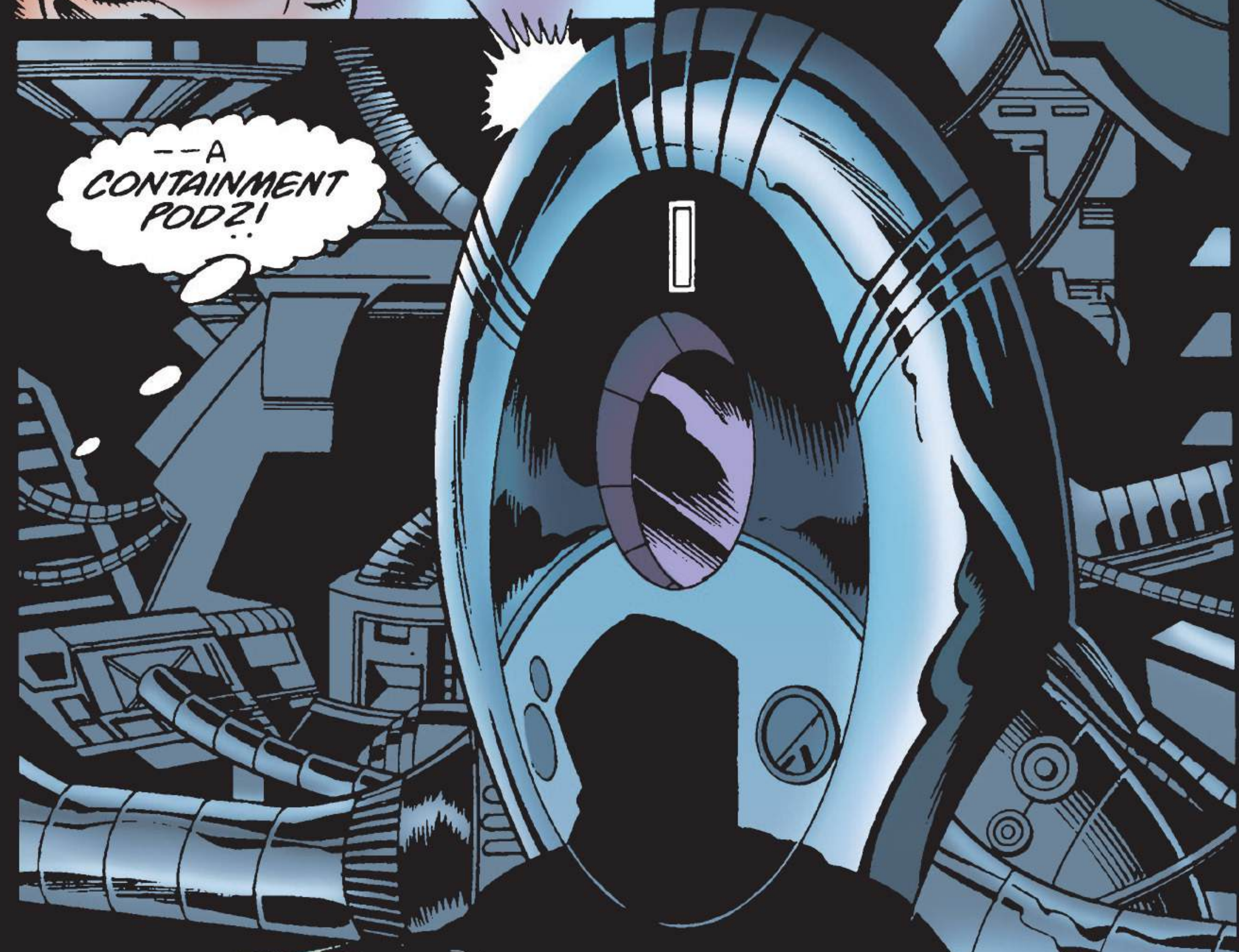
I'M NO GENETICS EXPERT, BUT I KNOW ENOUGH ABOUT FORENSICS TO RECOGNIZE A DNA MOLECULE AND CELLULAR REPLICATION WHEN I SEE IT!



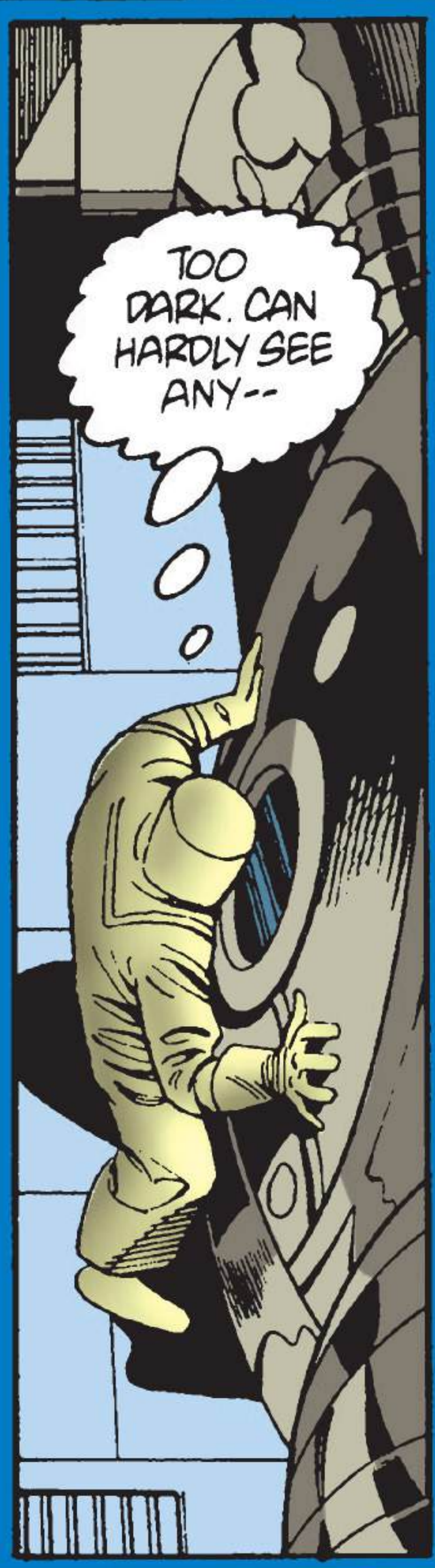
MY GOD, A SECRET LAB. IT MUST'VE BELONGED TO THE JACKAL. WHAT WAS HE UP TO?



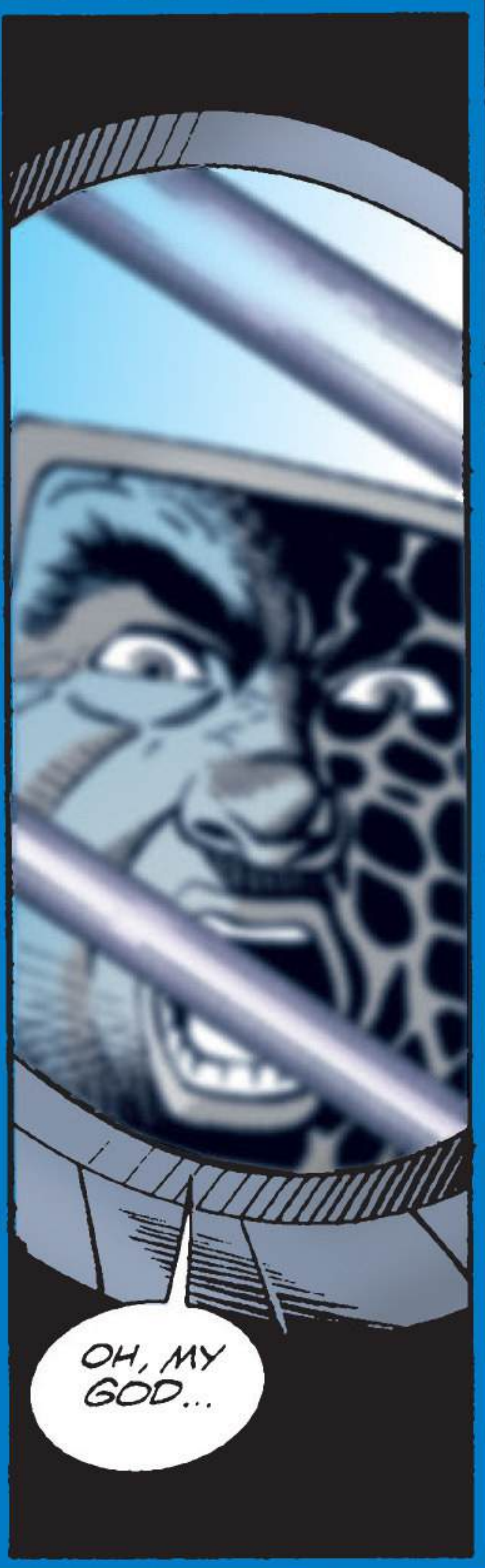
SINCE HE'S DEAD, I DOUBT I'LL EVER FIND OUT. MAYBE THERE ARE MORE CLUES THROUGH--



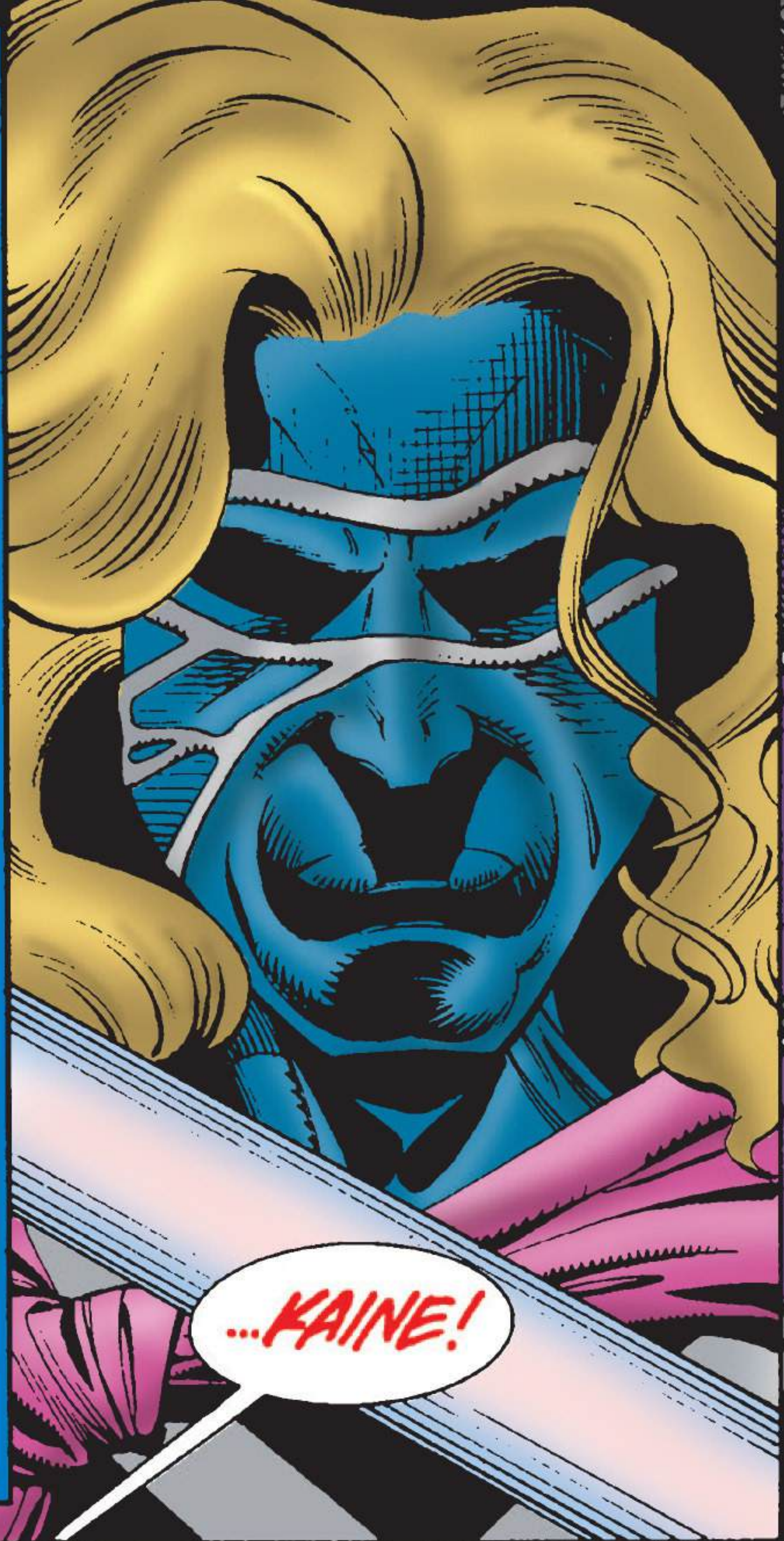
--A CONTAINMENT POD?!



TOO DARK. CAN HARDLY SEE ANY--



OH, MY GOD...



...Kaine!



HE SEEMS TO BE IN SOME KIND OF *TRANCE*... OR WORSE. BUT I CAN'T TAKE ANY CHANCES.

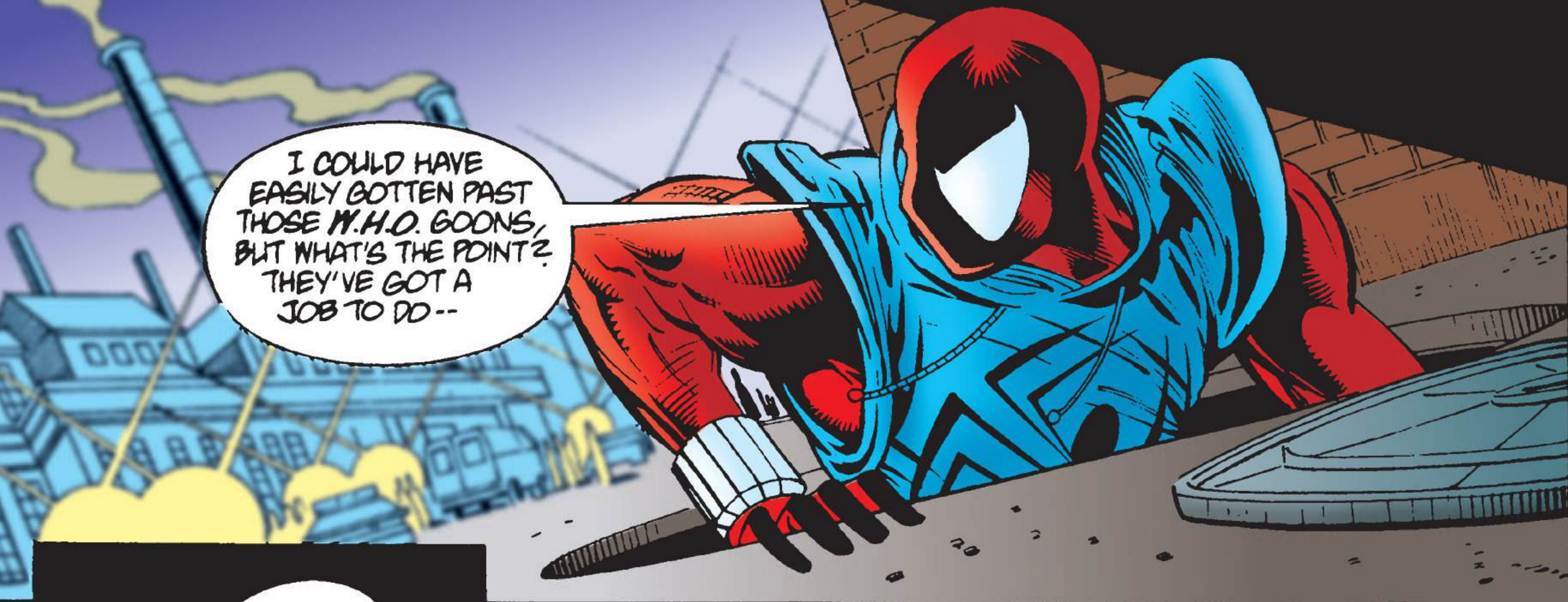


NASTY TOY. NASTY HU-MAN. SPOIL MASTER'S PLAN, YES?

BLAM

WHA--? DEMONS...!

Noooooo!!
DRIP DRIP DRIP



I COULD HAVE EASILY GOTTEN PAST THOSE M.H.O. GOONS, BUT WHAT'S THE POINT? THEY'VE GOT A JOB TO DO--



--AND SO DO I!



"UNFORTUNATELY, I DON'T THINK ANYONE BOTHERED TELLING OUR DISGRUNTLED DETECTIVE THAT Kaine DIED AT THE HANDS OF A CREATURE CALLED SPIDERCIDE."*



BUT IF Kaine'S OUT OF THE PICTURE, THEN WHAT KIND OF DANGER WAS MY SPIDER-SENSE PICKING UP?

*SEE SPECTACULAR SPIDER-MAN #227. --Eric

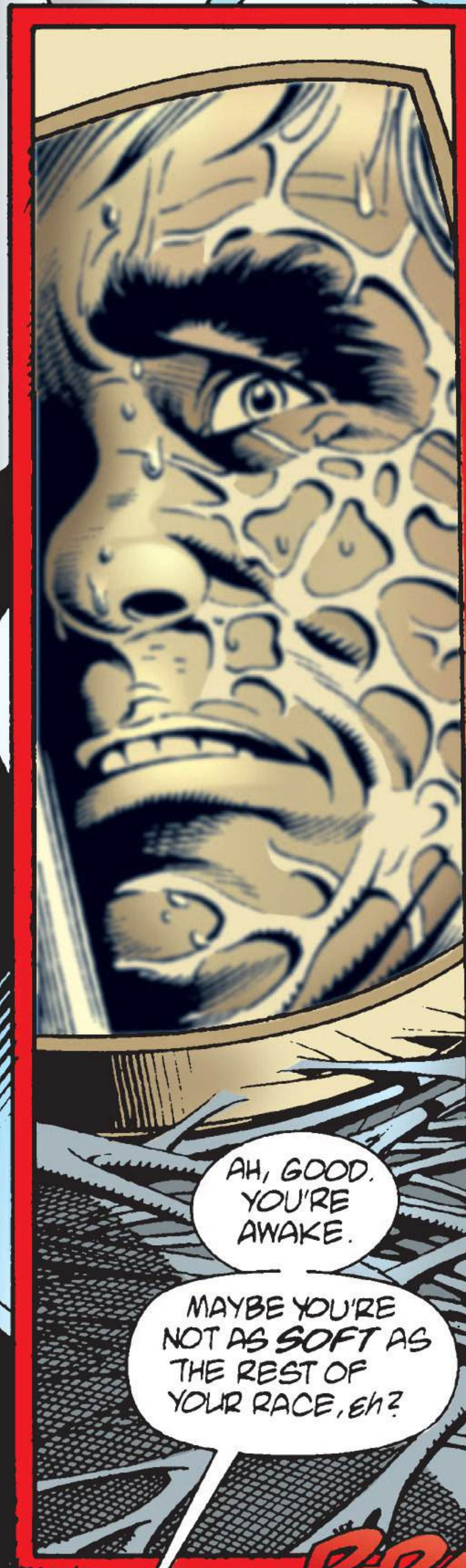


I THOUGHT THIS CHAPTER IN MY LIFE WAS CLOSED! FINITO! KAPUT!!

JACOB RAVEN IS SO OBSESSED WITH MY DEGENERATE CLONE, Kaine, THERE'S NO TELLING WHAT HE'LL DO TO BRING HIM IN!



I HATE SEQUELS.



STOP STRUGGLING--
SAVE YOUR STRENGTH.
SPINNERET'S COCOONS
ARE QUITE
FORMIDABLE.

I'M TRULY SORRY
THAT I CANNOT IN GOOD
CONSCIENCE LET YOU GO
NOW THAT YOU KNOW ABOUT
OUR OPERATION.

WH-WHAT ARE
YOU TALKING ABOUT ?
WHO--*WHAT* ARE YOU?
AND WHAT'S ALL THIS
HAVE TO DO WITH
KAINE ?!

AH, GOOD.
YOU'RE
AWAKE.

MAYBE YOU'RE
NOT AS *SOFT* AS
THE REST OF
YOUR RACE, EH ?

BROOP BROOP BROOP



NOISE!
NOISE!
NOISE!

MACHINE
SHOWS ANOTHER
HU-MAN IN
TUNNELS BELOW!



QUICKLY!
EVERYONE
INTO THE
SEWER!

YUCK! I BET CAPTAIN AMERICA NEVER HAS TO CRAWL THROUGH THE SEWERS--

UH-OH. SPIDER-SENSE IS PACKING A WALLOP!

HEAR THAT, KOMODO--HE WANTS YOU TA PACK 'IM A WALLOP!

THAT'S WHAT I INTEND TO DO, BUZZARD.

LISTEN TO ME, INTRUDER--THE DAY YOU SEEK TO OPPOSE THE ANIMEN IS THE DAY YOU DIE!

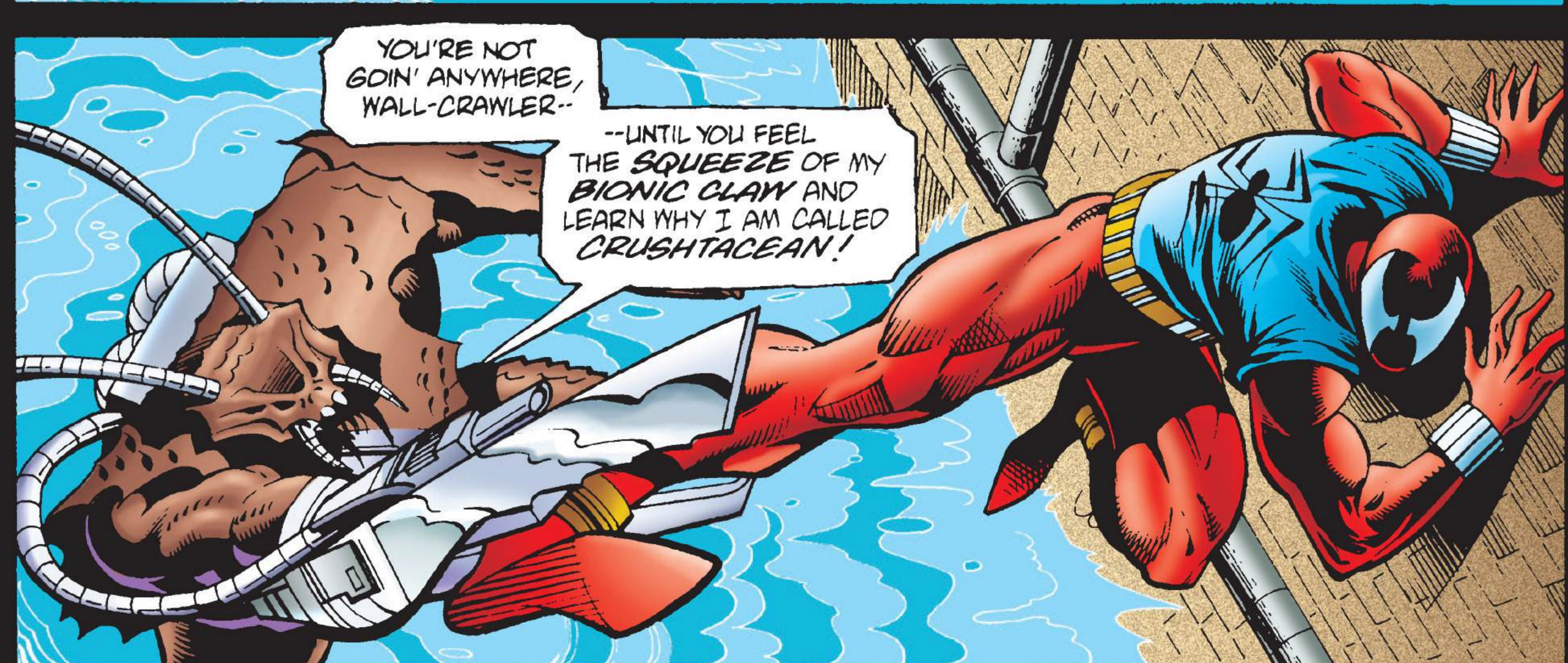
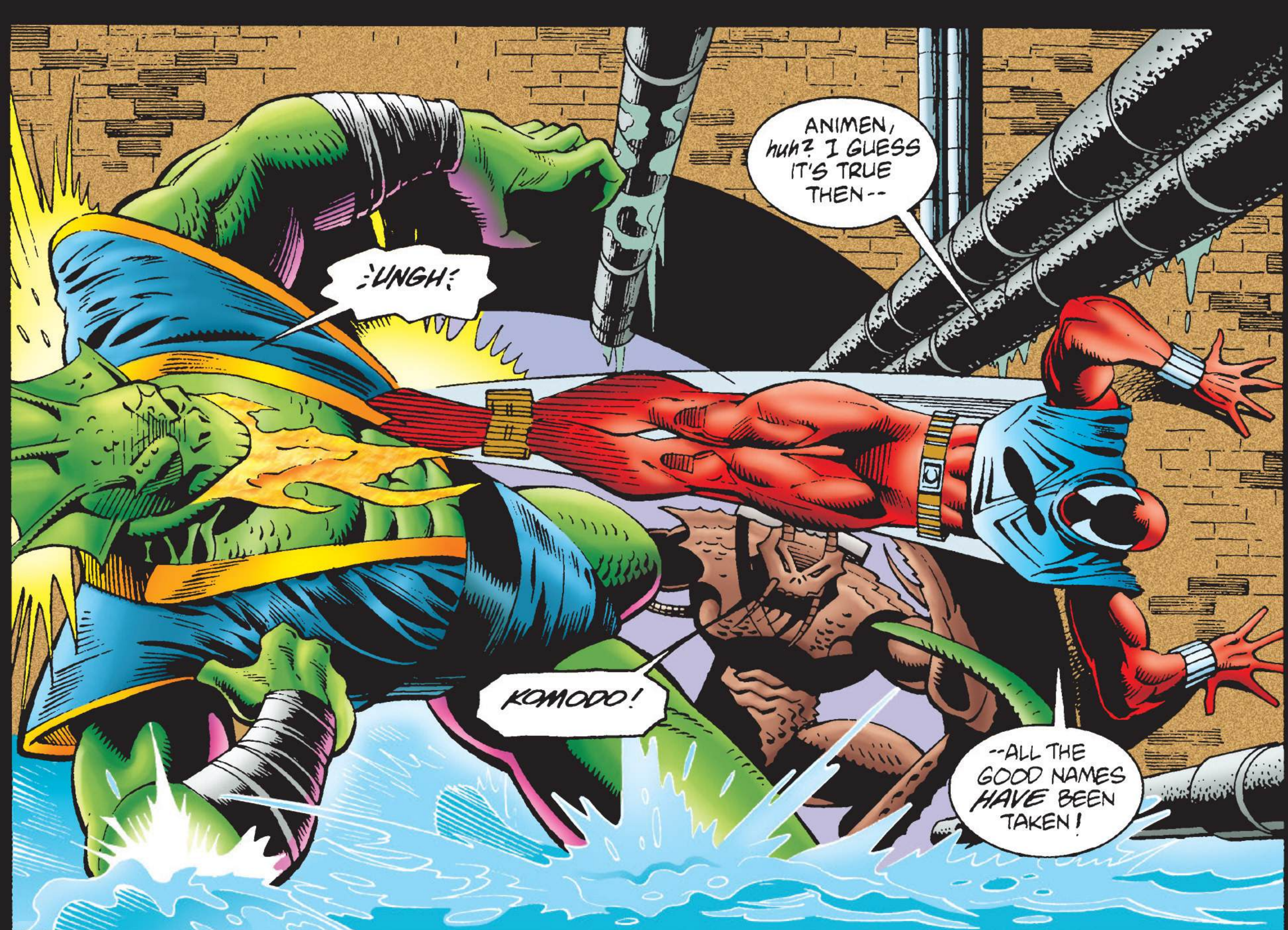
WHAT IS "WALLOP"?

JUST LEAVE ENOUGH BLOOD FOR THE FLYING FOX TO FEAST!

YEOWW!

I GET THE WISHBONE!

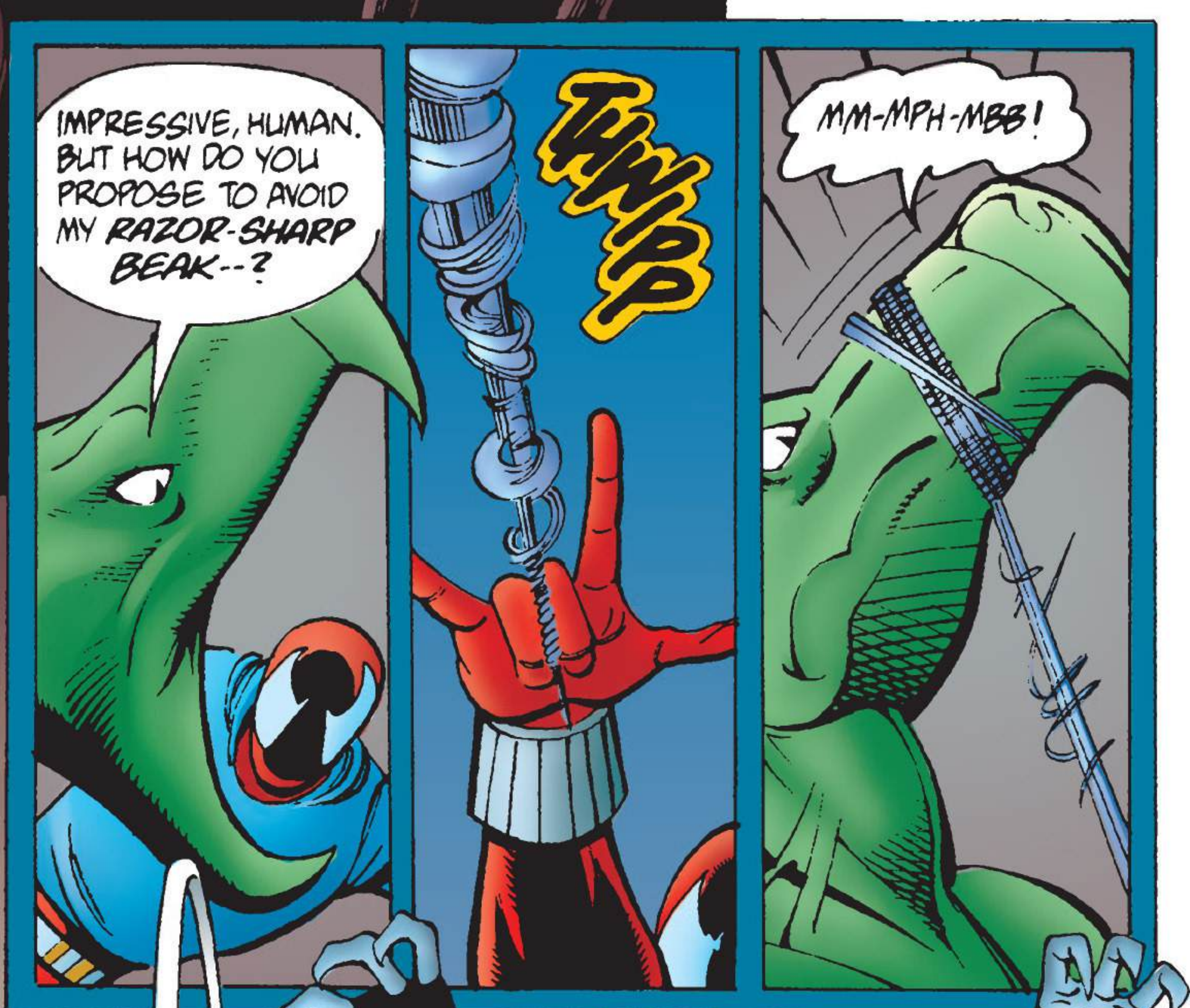






BUZZARD--
GIVE THE
INTERLOPER A
TRIM!

ONE BUZZ-
CUT COMIN' UP
--HUH?!



IMPRESSIVE, HUMAN.
BUT HOW DO YOU
PROPOSE TO AVOID
MY RAZOR-SHARP
BEAK--?

MM-MPH-MBB!

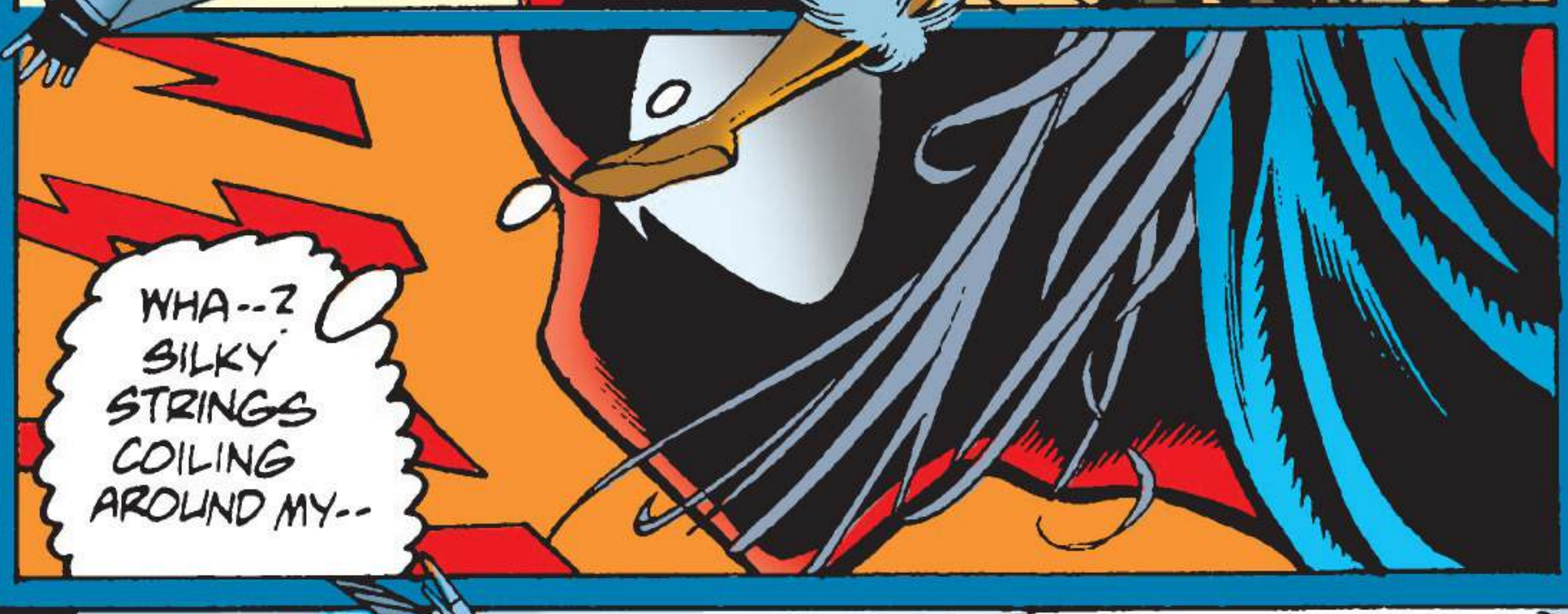
THUMP

THANKS
FOR THE
HAIR-
CUT--

HERE'S
YOUR
TIP!

CLEARLY,
YOU ARE
NOT A
TYPICAL
HUMAN...

WHAM





UGH! SORRY, "COUSIN"--YOU MIGHT'VE GOTTEN ALL THE LOOKS IN OUR FAMILY...

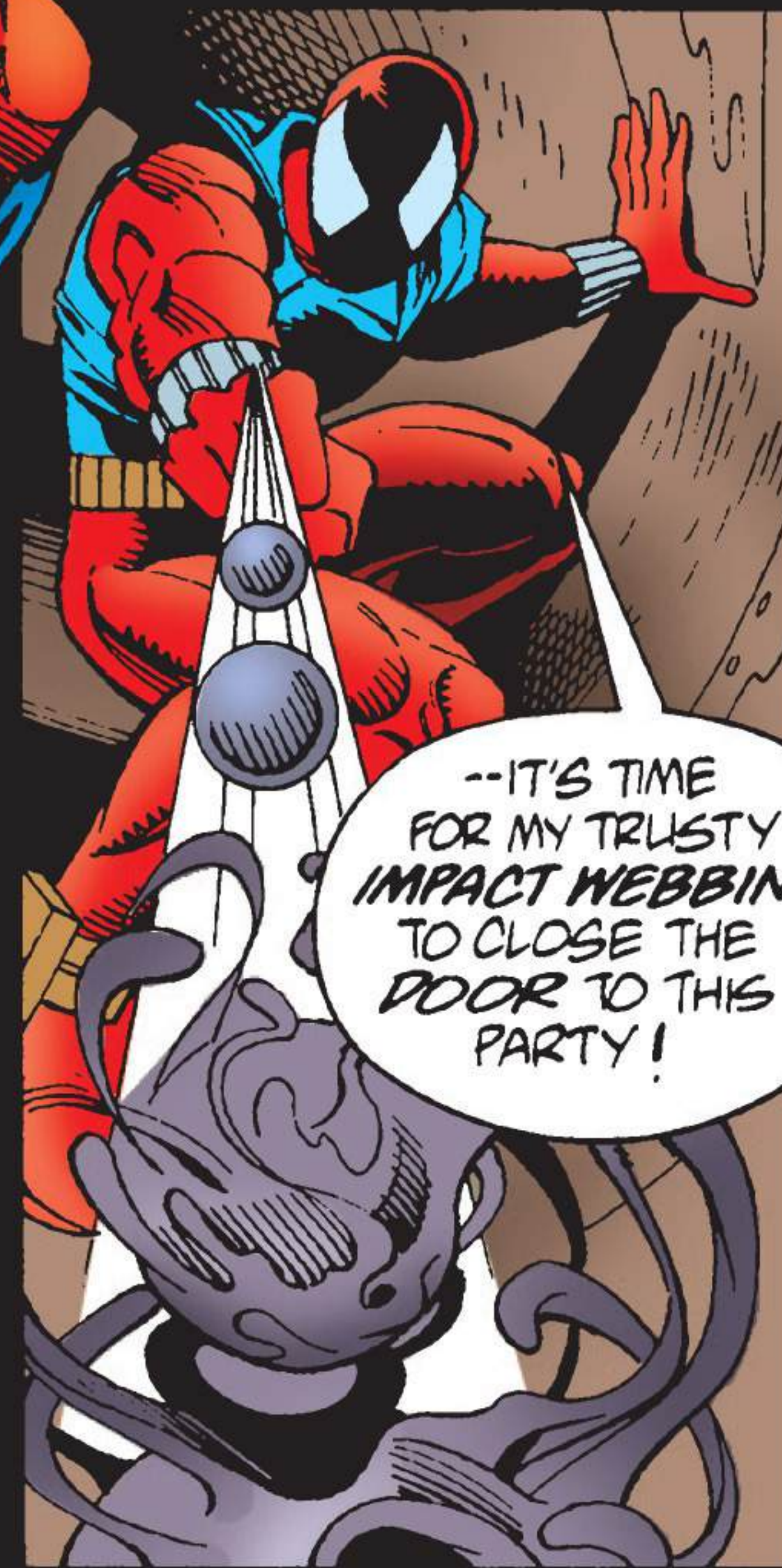


...BUT I GOT THE BRAINS!

HSSSSS
THUK THUK



NOW THAT MY PATENTED STINGERS HAVE TAMED THE LAST OF THE BEASTIE BOYS--



--IT'S TIME FOR MY TRUSTY IMPACT WEBBING TO CLOSE THE DOOR TO THIS PARTY!



GEEPEERS! AND I THOUGHT THE SPINNERET'S COBWEBS WERE TOUGH!



HOW D'YA LIKE THAT? HE LOCKED US OUT OF OUR OWN ROOST! NOW WHAT DO WE DO?



QUITE SIMPLE, MY FEATHERED FRIEND--WE FIND ANOTHER WAY IN AND SHOW OUR "GUEST" THE WAY OUT...

--PERMANENTLY.



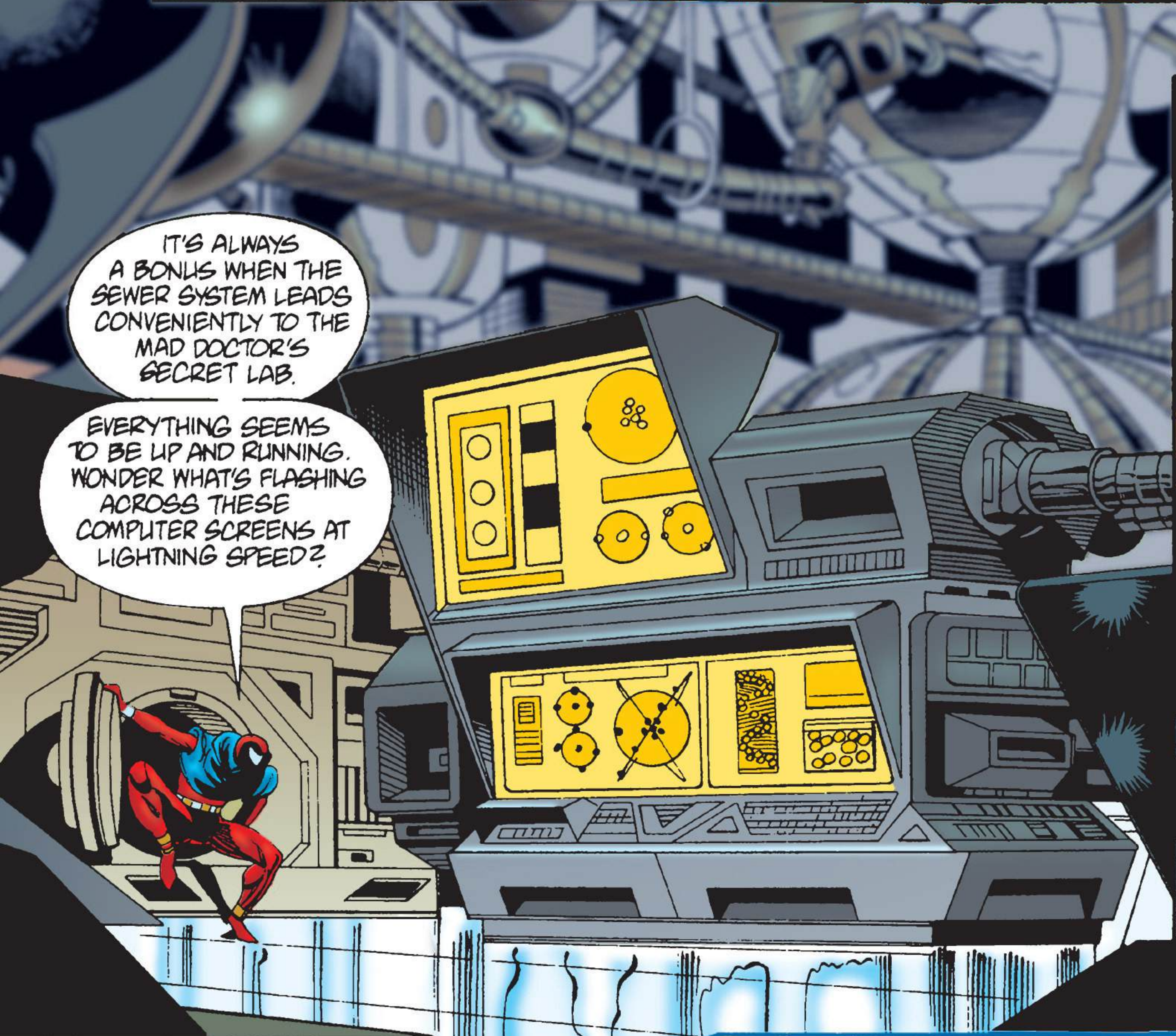


CAN'T GET COCKY. THAT WAS A TEMPORARY VICTORY AT BEST.

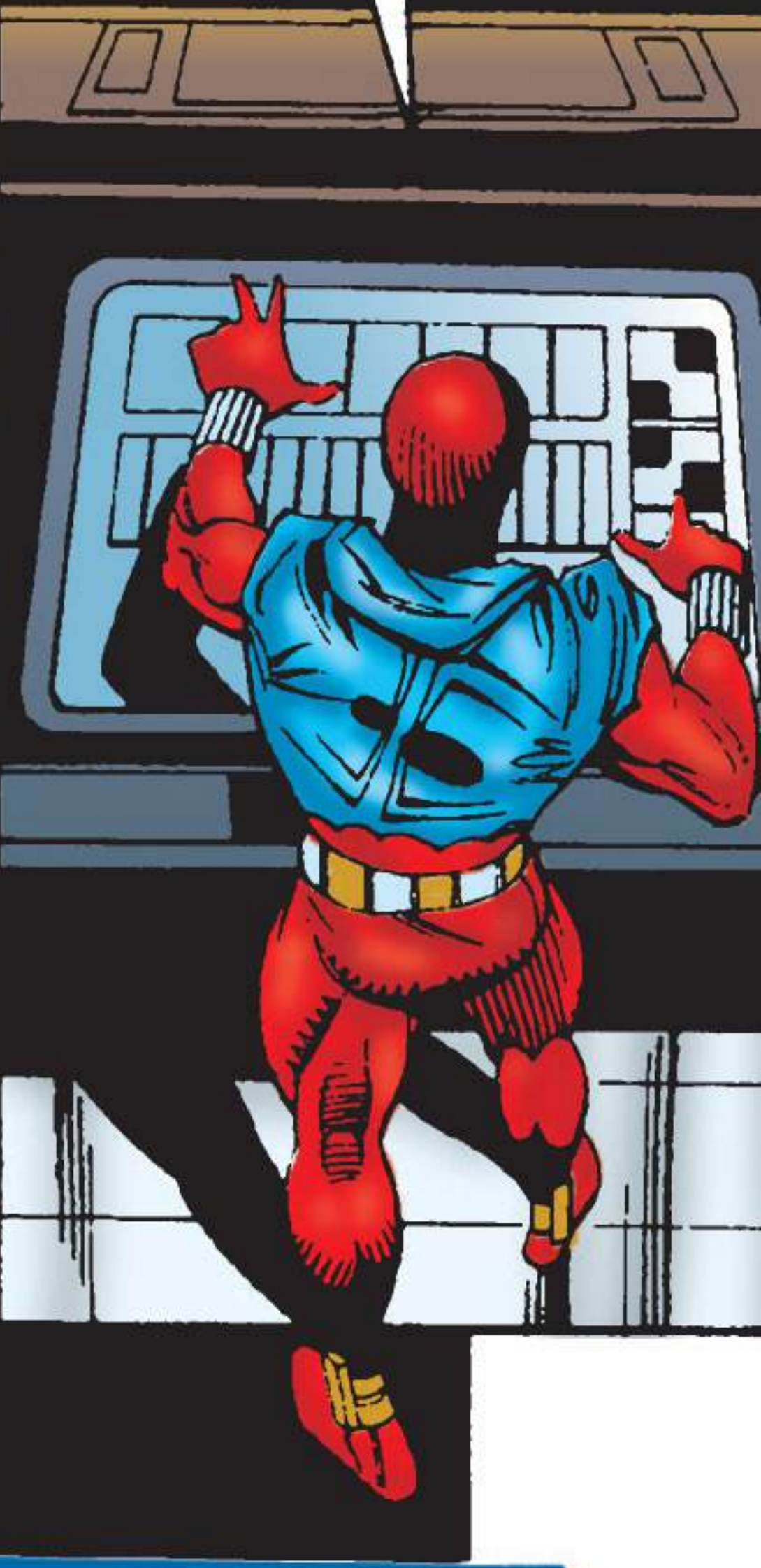
I'VE GOT TO FIND RAVEN *FAST*, BEFORE THE ZOO-CREW BREAKS THROUGH!

IT'S ALWAYS A BONUS WHEN THE SEWER SYSTEM LEADS CONVENIENTLY TO THE MAD DOCTOR'S SECRET LAB.

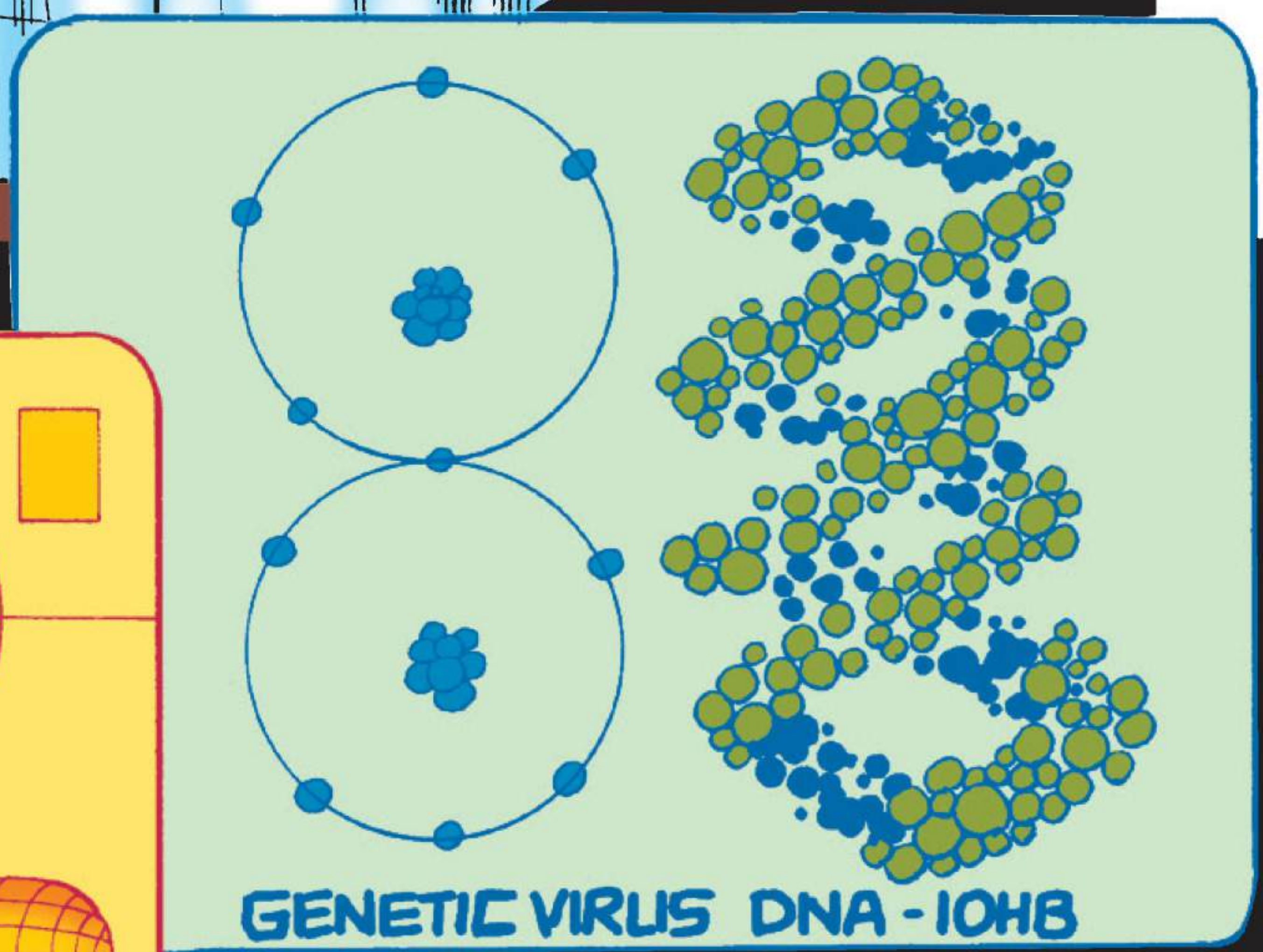
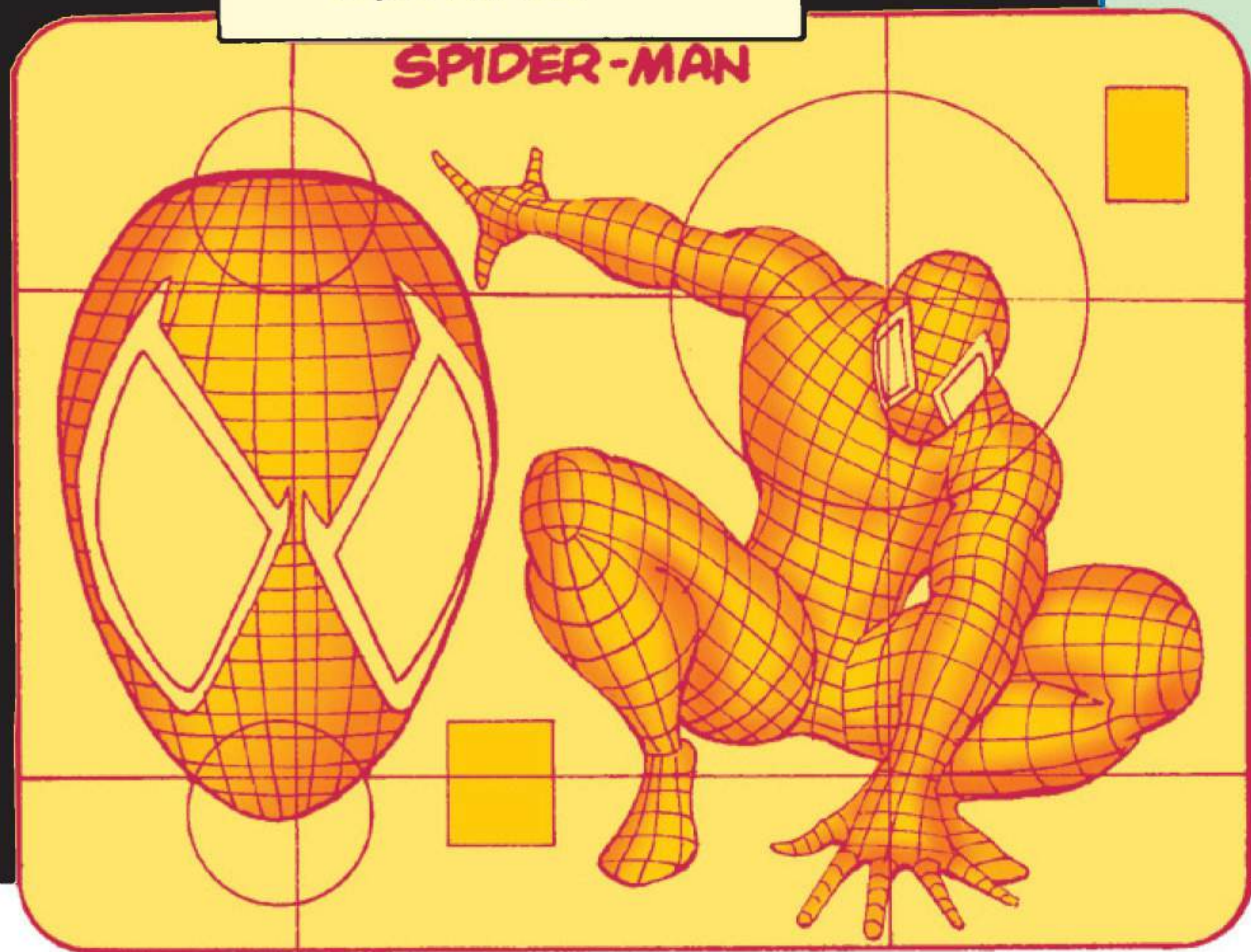
EVERYTHING SEEMS TO BE UP AND RUNNING. WONDER WHAT'S FLASHING ACROSS THESE COMPUTER SCREENS AT LIGHTNING SPEED?



OH, THIS IS JUST GREAT! THE ANIMEN ARE DOWNLOADING THE JACKAL'S FILES TO ANOTHER SOURCE AND *ERASING* THEM FROM THE MAINFRAME HERE.



"THAT'S ALL WE NEED, ANOTHER LUNATIC WHO KNOWS THE SECRETS OF CLONING --



"--ALONG WITH THE INGREDIENTS TO THE WORLD'S MOST DEADLY DISEASE..."

WAIT A MINUTE! WHY IS THE FILE REGARDING THE **SPIDER-MAN CLONE** CROSS-REFERENCED WITH THAT OF THE JACKAL'S GENE-TWISTING **CARRION VIRUS**??

BLAST!
SPIDER-
SENSE IS
TINGLING!

BINGO! THIS
SENSOR IS PICKING
UP FIVE LIFE FORMS
CONVERGING ON
THIS SPOT FROM
BELOW.

"LOOKS LIKE THE
BRUTE GROUP IS
ON THE LOOSE!"

"WHICH MEANS THE
BLIP ON THIS OTHER
MONITOR CAN ONLY
BE ONE THING--"

RAVEN!

I HOPE...!



A-HA! ONE SALT
LAKE CITY GUMSHOE,
SEALED AND GIFT-
WRAPPED!

HANG TIGHT,
RAVEN--IT'S JUST
YOUR FRIENDLY
NEIGHBORHOOD
SCARLET
SAVIOR!

WH-WHO...?

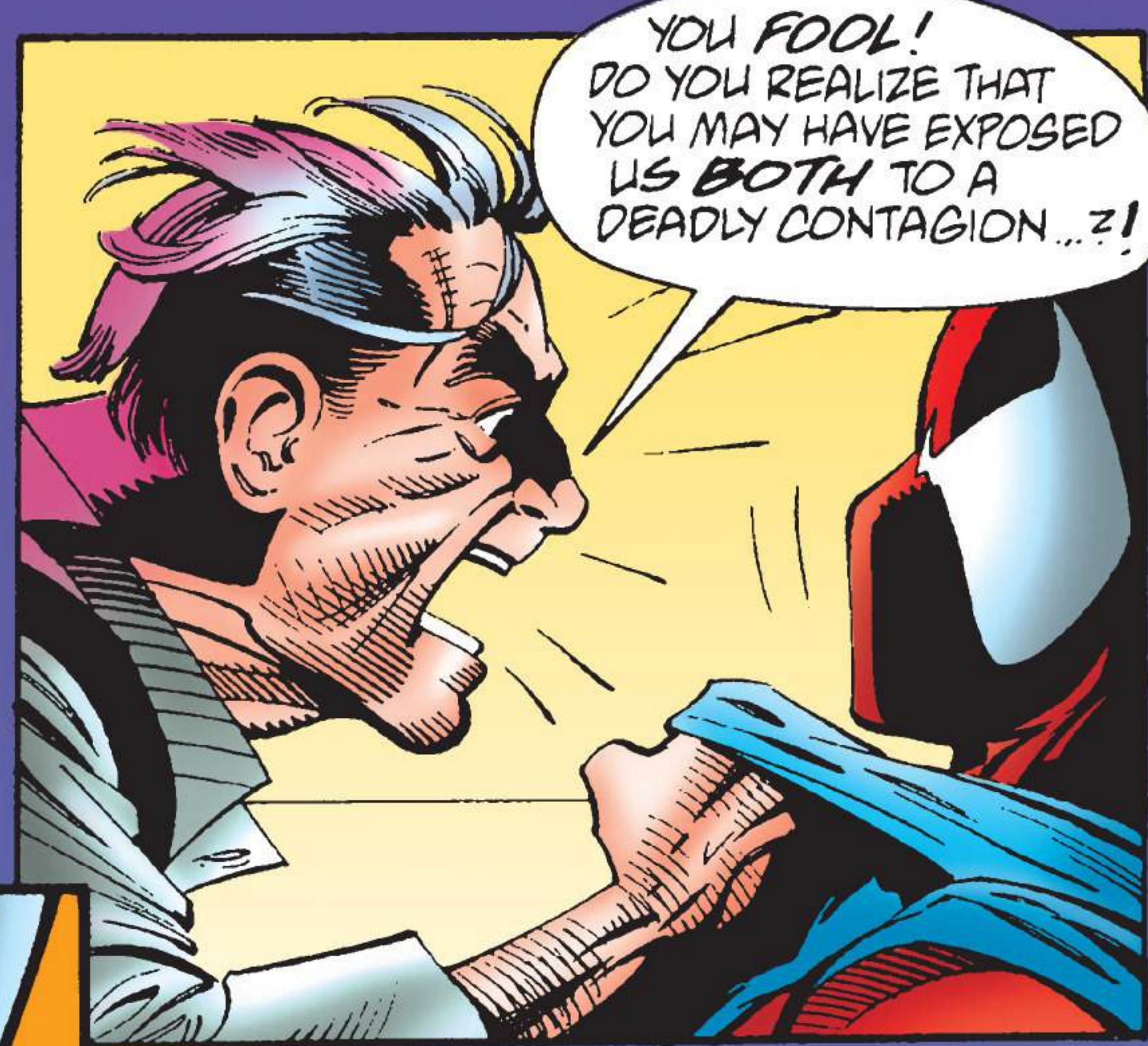


I'M GONNA
HAVE TO RIP YOUR
**CONTAINMENT
SUIT** OFF TO GET
YOU OUT OF
THERE!

SPINNERET'S
WEBBING IS JUST
AS STRONG AS
MINE AND (ICK!)
--ORGANIC!



DON'T--!



YOU FOOL!
DO YOU REALIZE THAT
YOU MAY HAVE EXPOSED
US **BOTH** TO A
DEADLY CONTAGION...?!



RAVEN--
LET GO! I
SENSE...

...TROUBLE!



THWAP

WITH A
CAPITAL "T," WALL-
CRAWLER!

OOH! THAT HURT.
KOMODO PACKS
ALMOST AS MUCH
PUNCH AS --

--KAINE?!?

OHMIGOD. THAT'S
WHY RAVEN WAS SO
FREAKED--THE JACKAL
MUST HAVE PUT KAINE ON
ICE AFTER SPIDERCIDE
WHACKED HIM!

WOULD SOMEONE MIND TELLING ME JUST WHAT
THE HECK IS GOING ON AROUND HERE?!



IF THESE FREAKS
ARE IN LEAGUE WITH
KAINE, THEN IT CAN'T
BE ANYTHING
GOOD!

"FREAKS"? MOST OF
MY COUNTRYMEN THINK
I'M A REAL **KNOCKOUT**!

RAVEN--
NO!

UNGH!--

ANIMEN!
CEASE THIS
FRIVOLITY
AT ONCE!

I DEMAND
A STATUS
REPORT!
NOW!

THE
MASTER!

WHO?

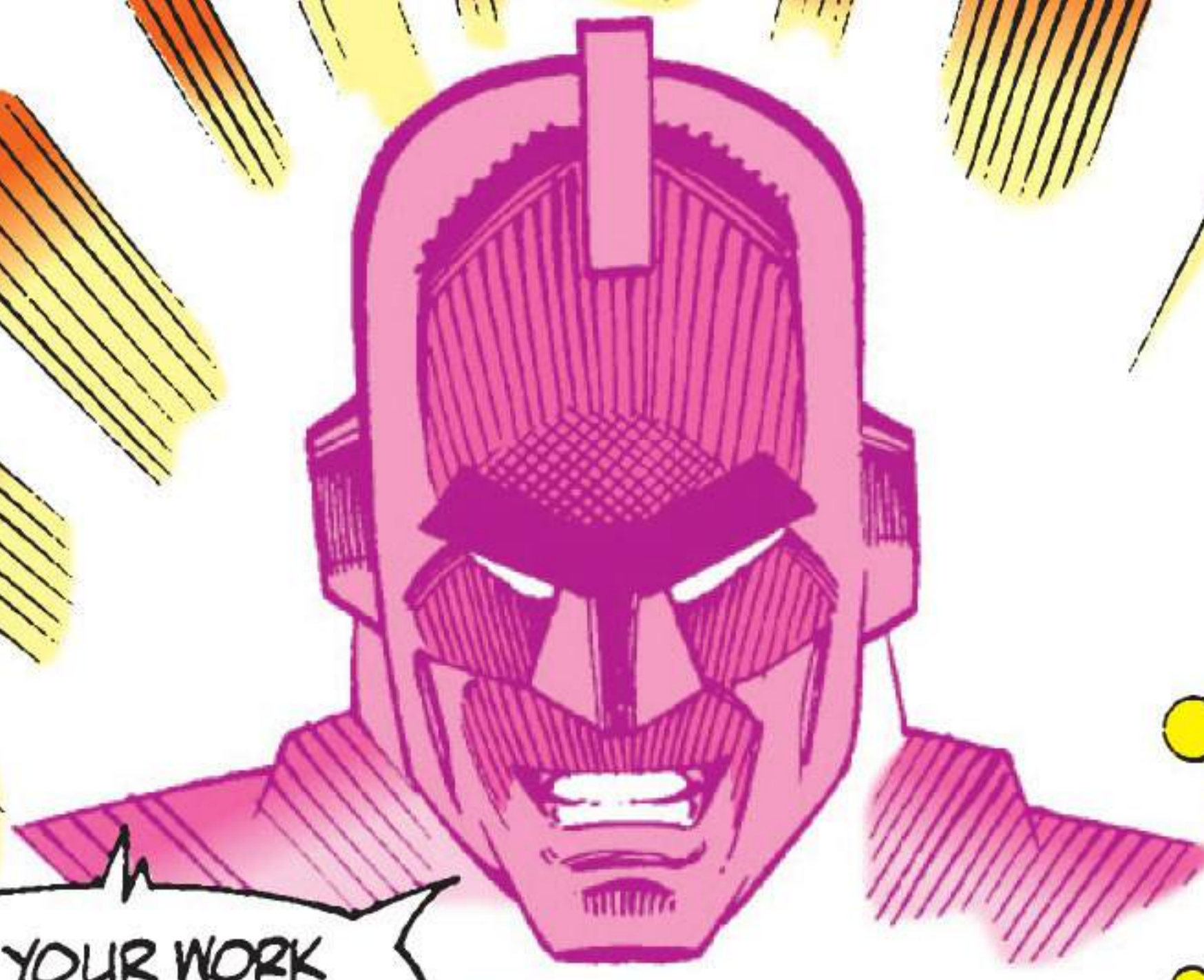
WHACK



MY LORD, HIGH EVOLUTIONARY, ALL FILES HAVE BEEN DOWNLOADED AND WE'VE INTRODUCED A VIRUS TO DESTROY ALL EVIDENCE OF THE PARIAH'S RESEARCH!



THEN YOUR WORK HERE IS DONE. TARRY NO LONGER AMONG THESE SQUALID HUMANS!



BUT THEY KNOW TOO MUCH! LET ME TIE UP THESE LOOSE ENDS--

--BY KILLING THEM!

NO!

Y'KNOW SOMETHING, CRUSTY--

THUMP

--YOU'VE GOT A REAL ATTITUDE PROBLEM!

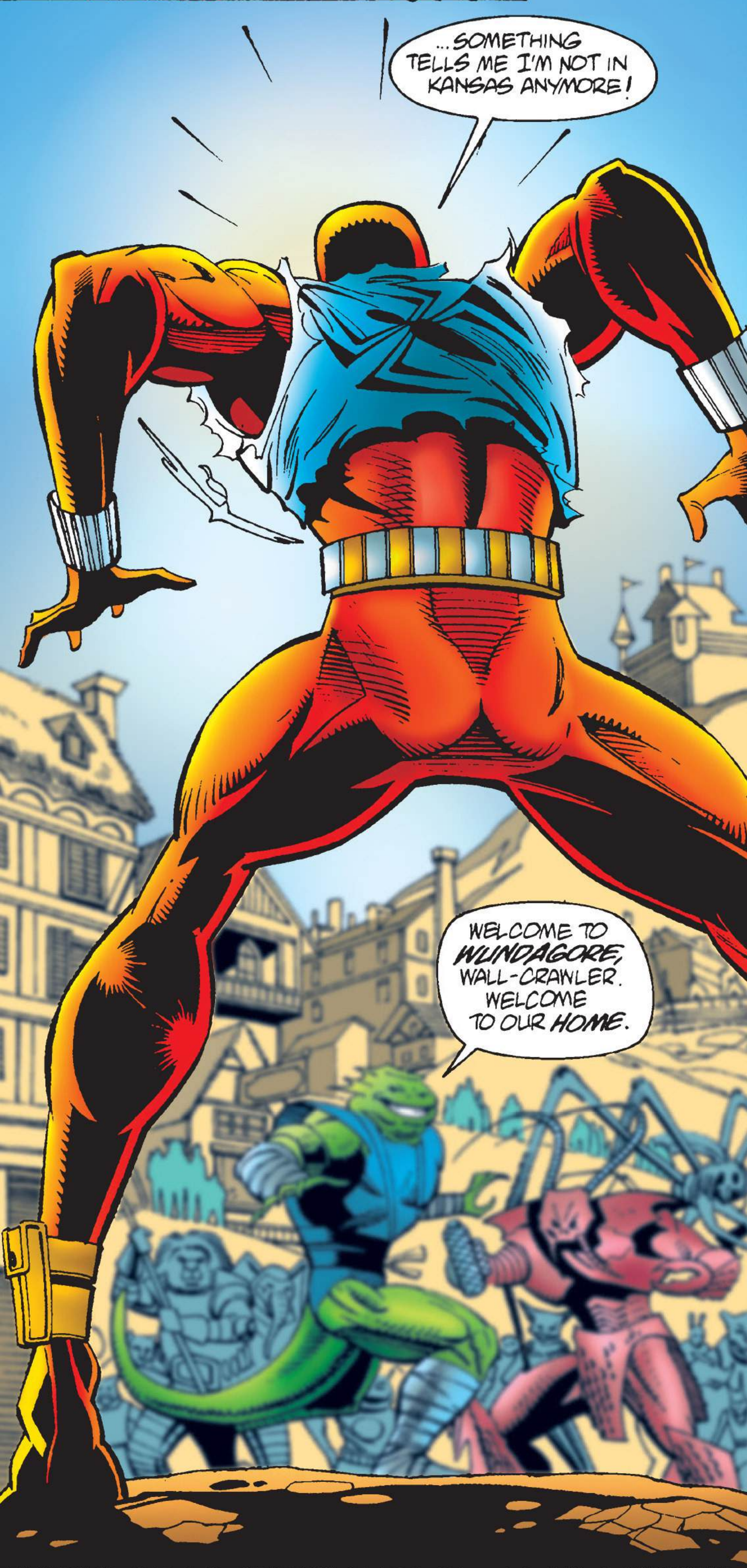
LET GO, YOU FOOL! YOU'LL BE DRAGGED INTO THE TELEPORTATION MATRIX--!

FSHASH

DRIP DRIP DRIP



Uh-oh...

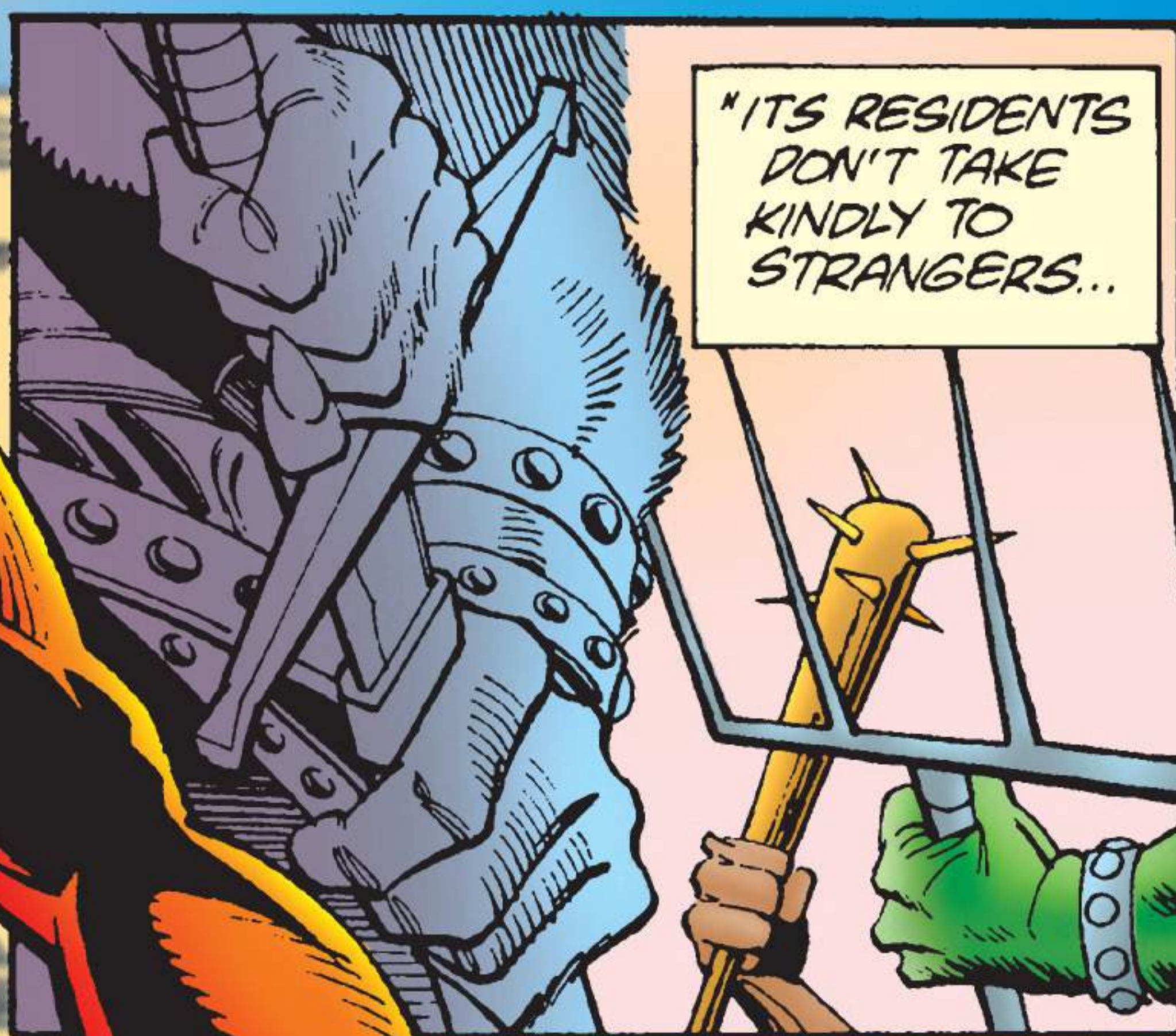


...SOMETHING TELLS ME I'M NOT IN KANSAS ANYMORE!

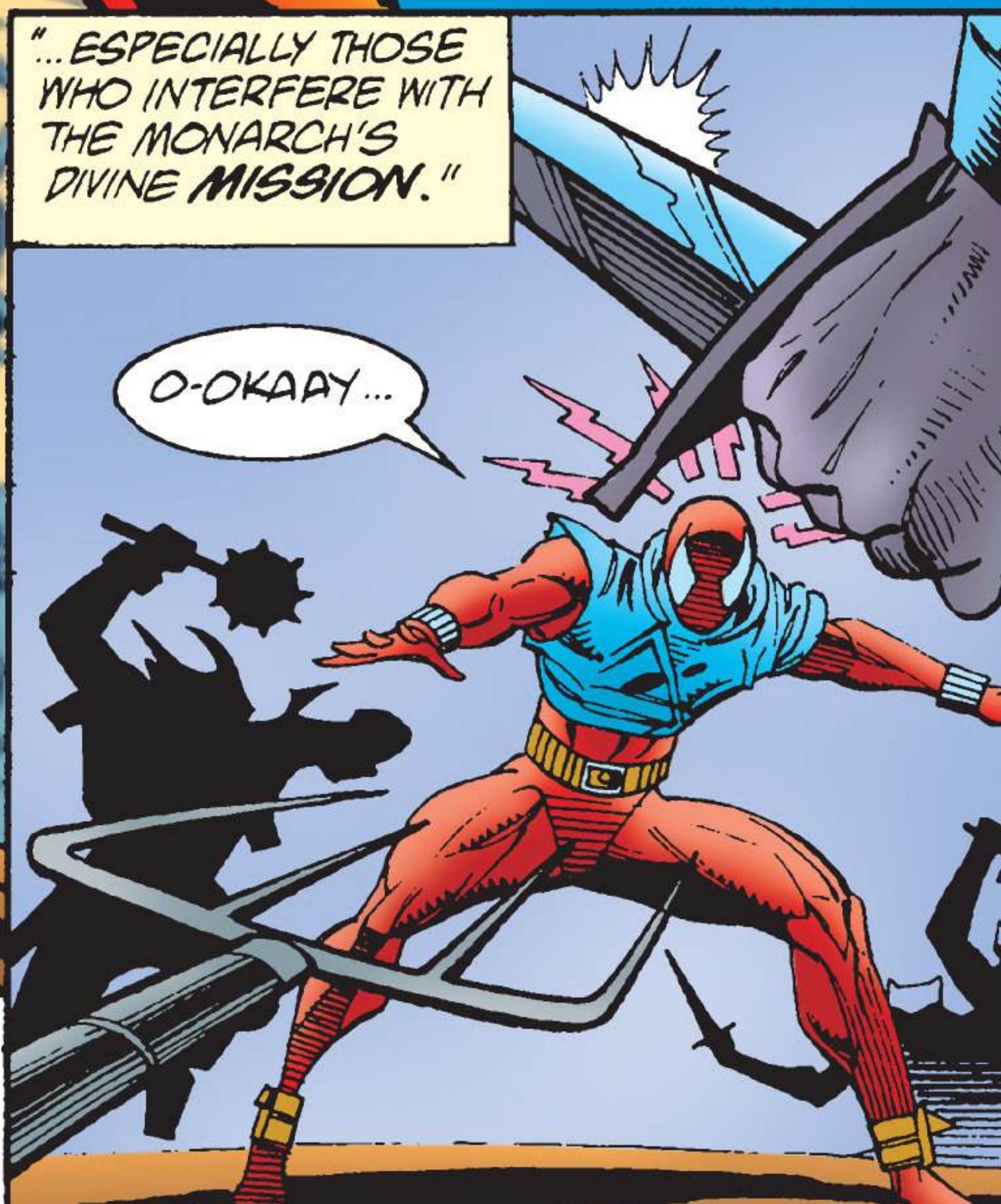
WELCOME TO WINDAGORE, WALL-CRAWLER. WELCOME TO OUR HOME.



"YOU WON'T FIND IT A VERY HOSPITABLE VACATION SPOT."

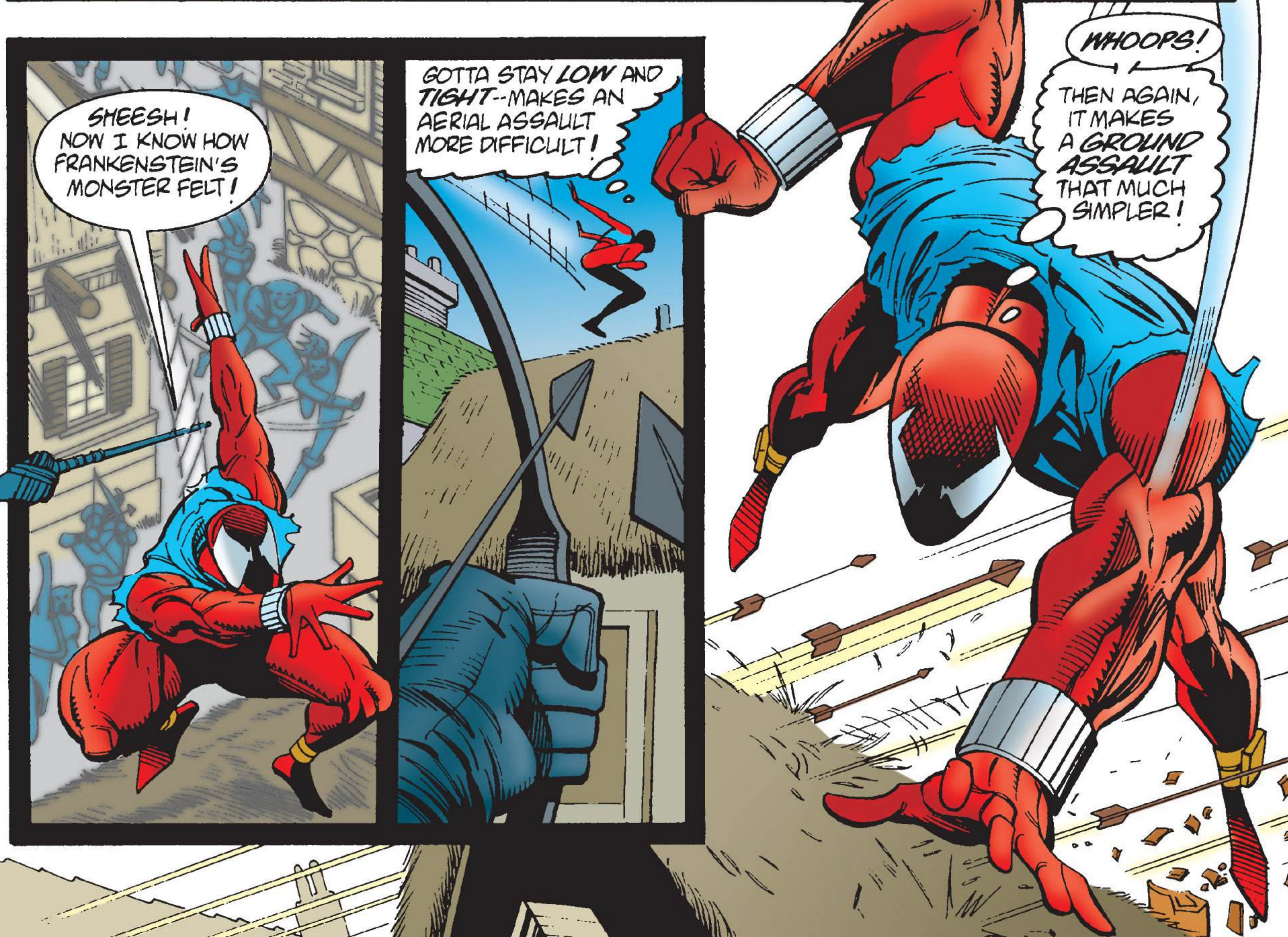


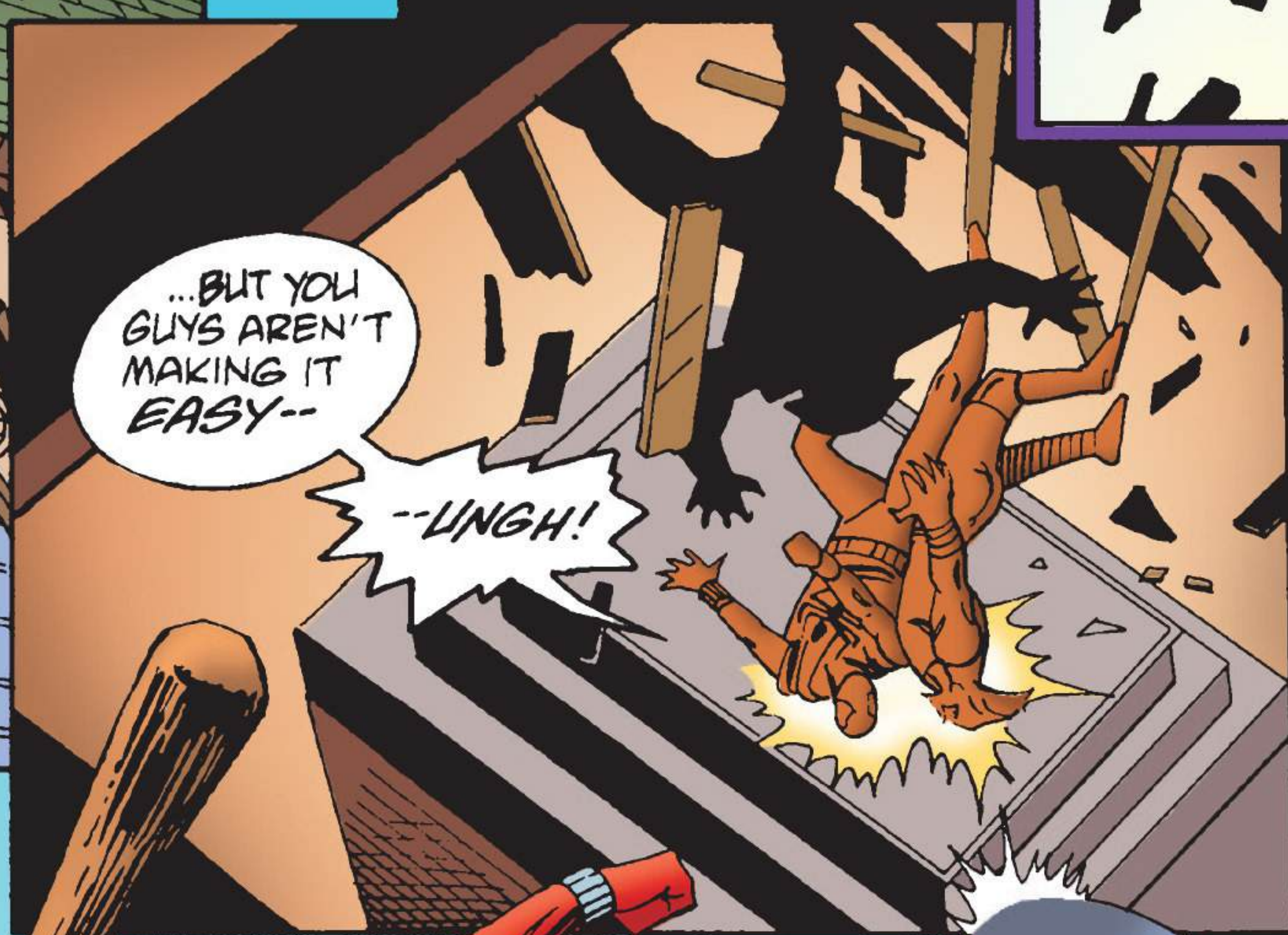
"ITS RESIDENTS DON'T TAKE KINDLY TO STRANGERS..."

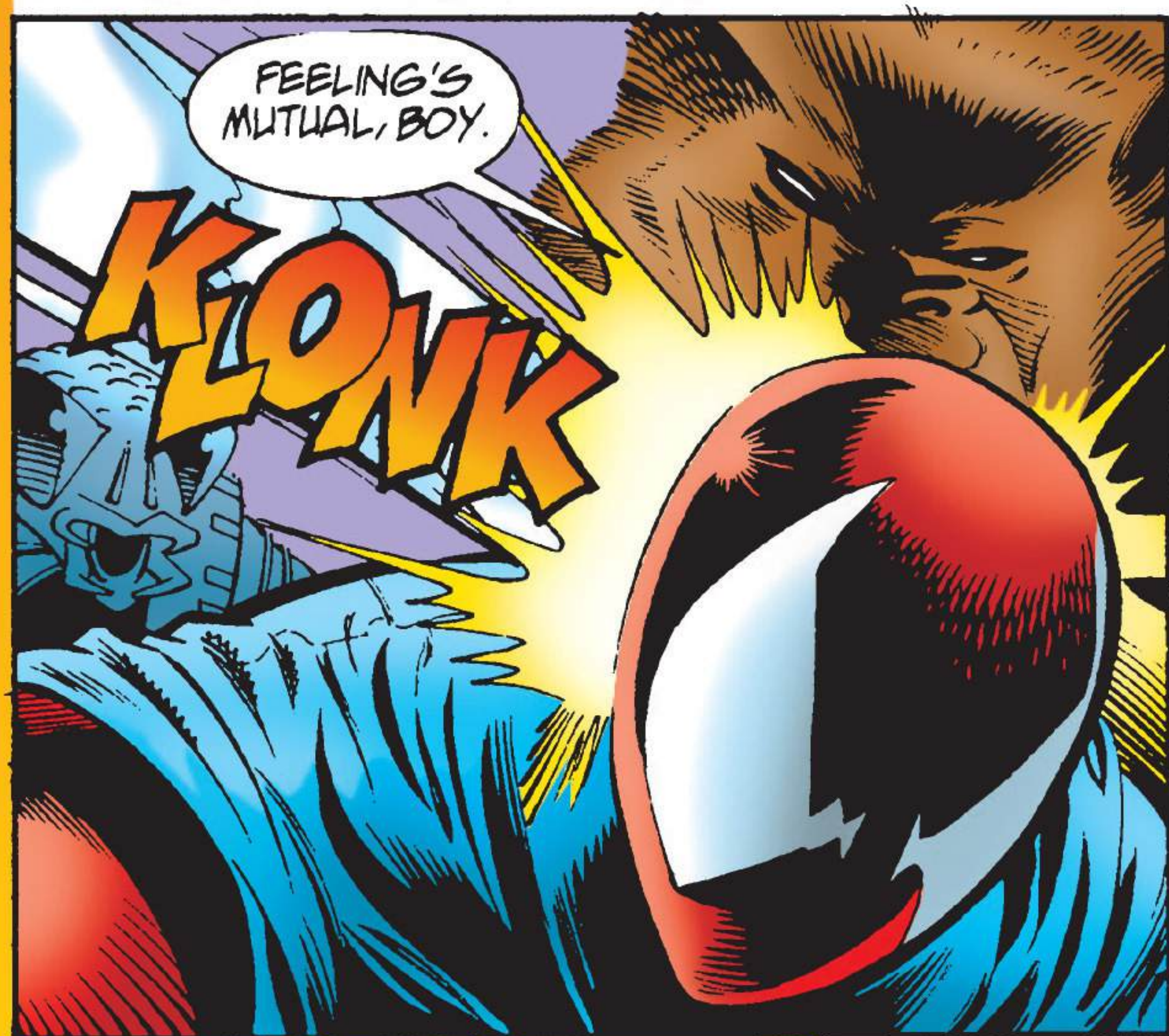
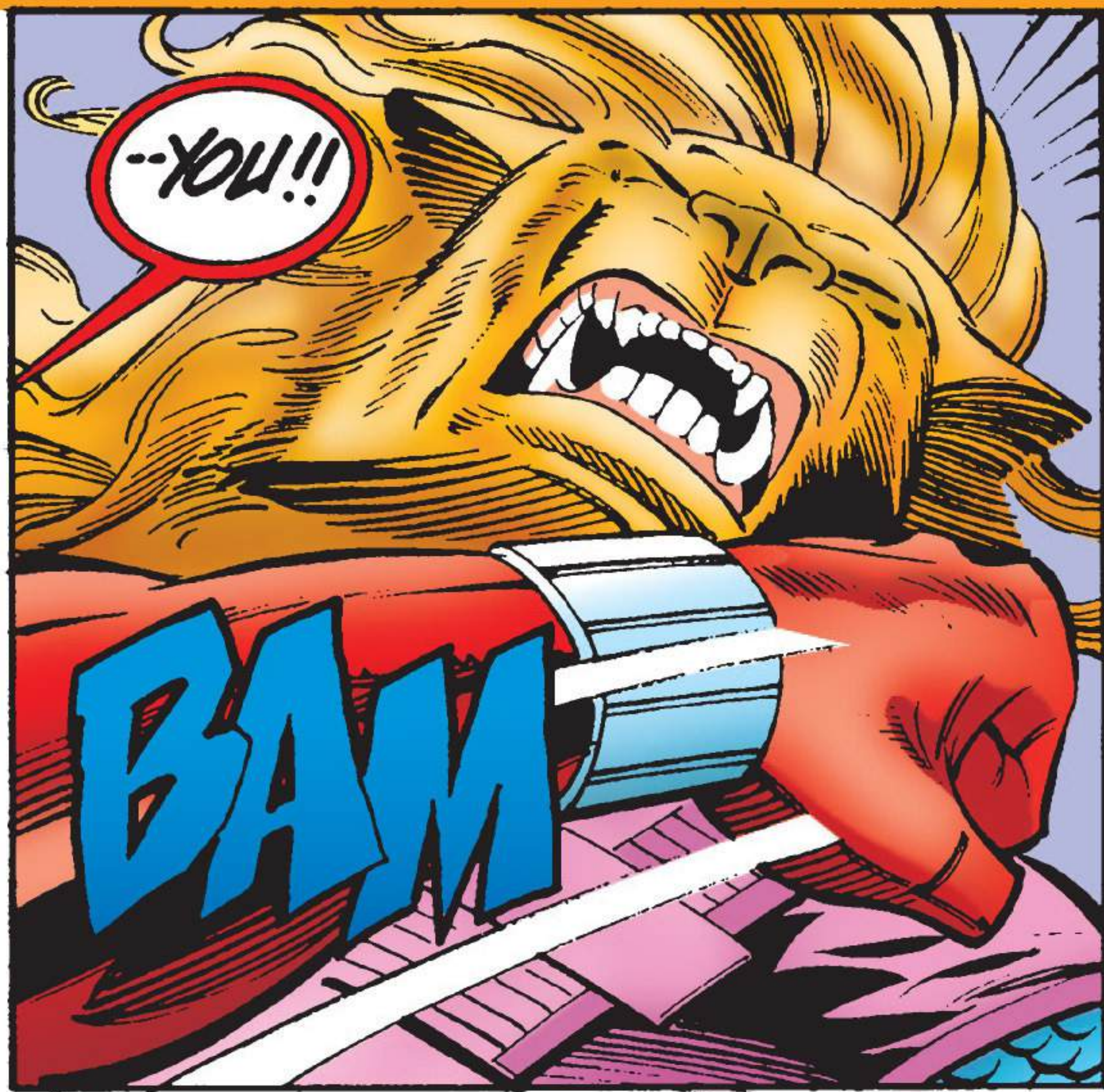


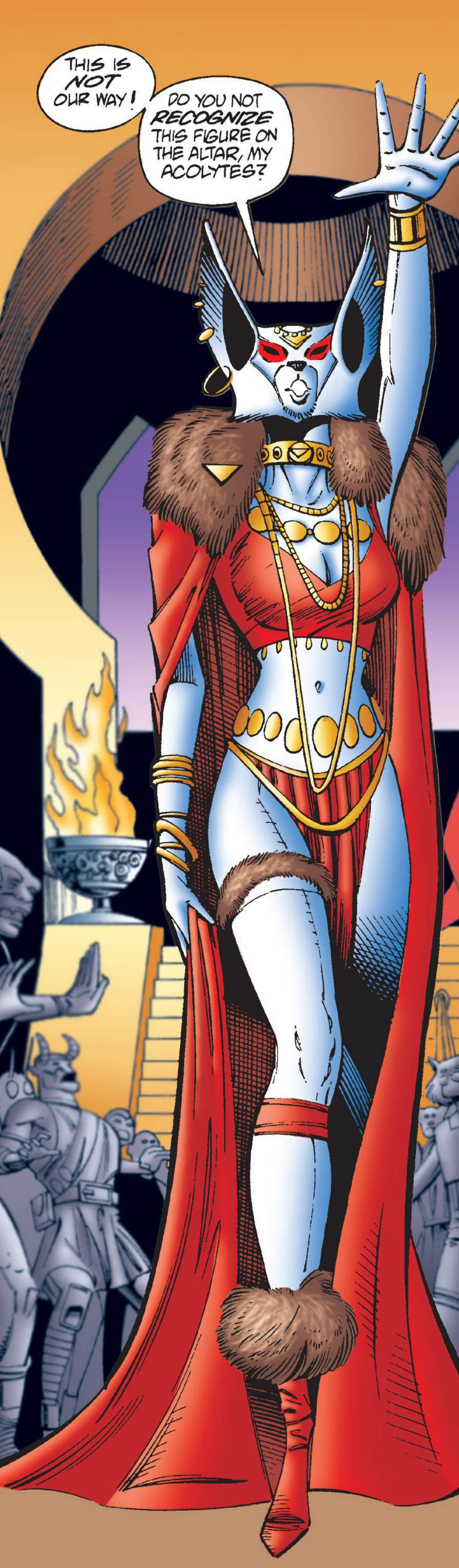
"...ESPECIALLY THOSE WHO INTERFERE WITH THE MONARCH'S DIVINE MISSION."

O-O-KAAY...



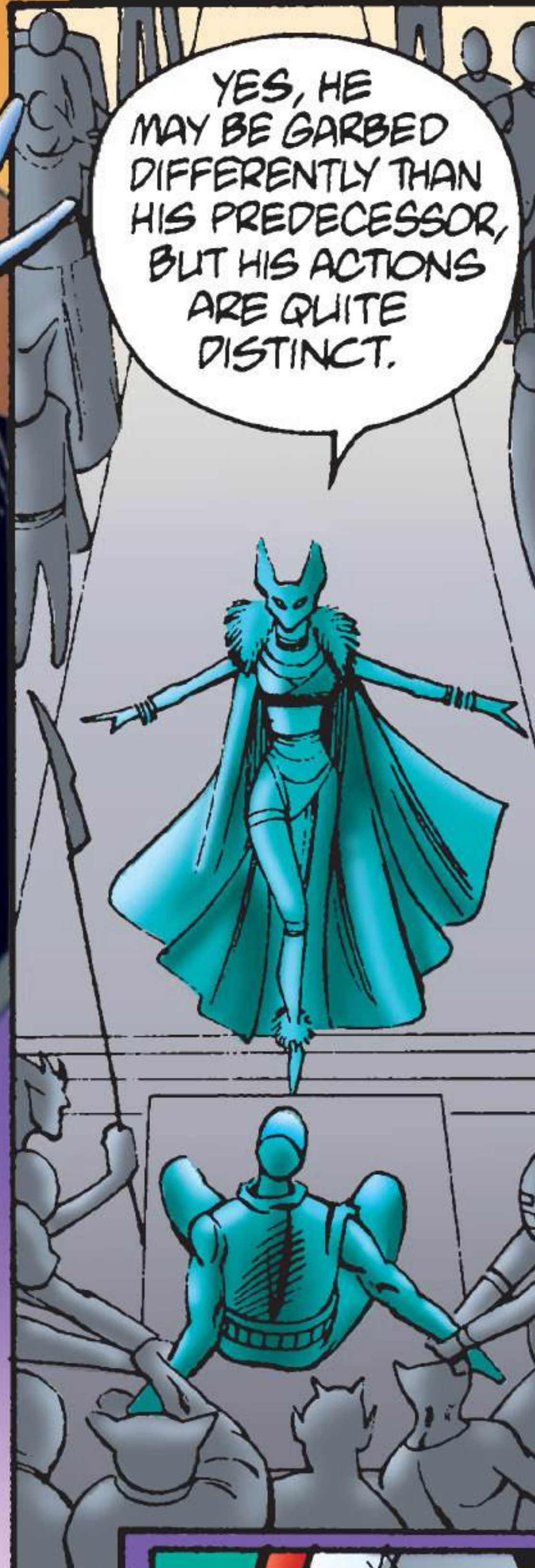




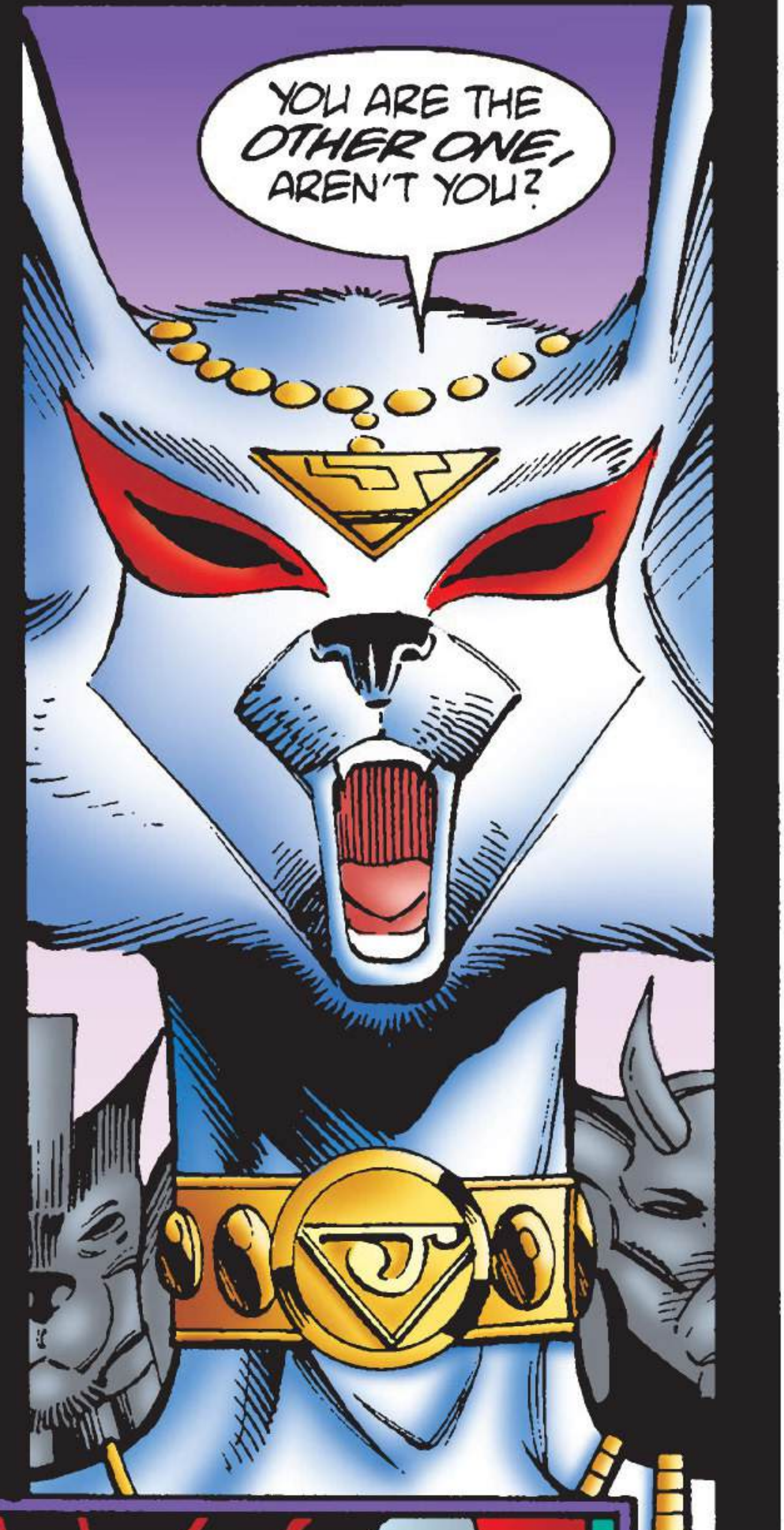


THIS IS
NOT
OUR WAY!

DO YOU NOT
RECOGNIZE
THIS FIGURE ON
THE ALTAR, MY
ACOLYTES?



YES, HE
MAY BE GARBED
DIFFERENTLY THAN
HIS PREDECESSOR,
BUT HIS ACTIONS
ARE QUITE
DISTINCT.



YOU ARE THE
OTHER ONE,
AREN'T YOU?



"OTHER ONE"?
YOU MEAN
THE OTHER
SPIDER-MAN?

WHAT DO YOU
KNOW ABOUT
THAT?!



WE KNOW THAT A MAN
NAMED **ANTHONY SERBA**
WAS INFECTED WITH A GENETIC
VIRUS THAT ALTERED HIS **DNA**,
CREATING A BIOLOGICAL
CONSTRUCT OF THE ORIGINAL
SPIDER-MAN.

YOU ARE A
TESTAMENT TO
OUR FAITH. WE
VENERATE
YOU!

ANTHONY
SERBA? GENETIC
VIRUS?? "BIOLOGICAL
CONSTRUCT"?!
WHERE'D YOU HEAR
THAT STORY?

THIS IS *INSANE*! ONE MINUTE YOU'RE POUNDING THE STUFFING OUT OF ME, AND THE NEXT YOU'RE *WORSHIPPING* ME?

COME ON, GET UP!

LISTEN, IT'S BEEN A WHILE SINCE I DID THIS SORT OF THING ON A REGULAR BASIS. WHERE THE HECK AM I--

--AND WHAT DOES THIS HAVE TO DO WITH THE JACKAL?

--THE SACRED TEMPLE OF THE JACKAL!!

WHY, IT HAS *EVERYTHING* TO DO WITH THE JACKAL, FOR HE IS OUR *SAVIOR*! I AM *ANUBIA*, HIGH PRIESTESS OF HIS *CHURCH*--

ALL HAIL THE MIGHTY JACKAL--



MAN AS BEAST, GOD AS MAN!

WH, LISTEN FOLKS, I HATE TO BURST YOUR BUBBLE, BUT YOU'RE WORSHIPPING A MADMAN!

THE JACKAL WAS ANYTHING BUT A SAVIOR--BUT HE NEVER USED ANY "GENETIC VIRUS" TO ALTER INNOCENT PEOPLE'S DNA STRUCTURES!

THE MAN WAS IN THE HABIT OF CREATING CLONES, NOT CONSTRUCTS!

HERESY!

HE IS A FALSE PROPHET, AS FORESEEN BY THE HIGH EVOLUTIONARY!

SILENCE, MY ADOLYTES! LET US HEAR HIM OUT BEFORE WE CAST STONES!

FORGIVE THEM, MY FRIEND. PLEASE, EXPLAIN YOURSELF.

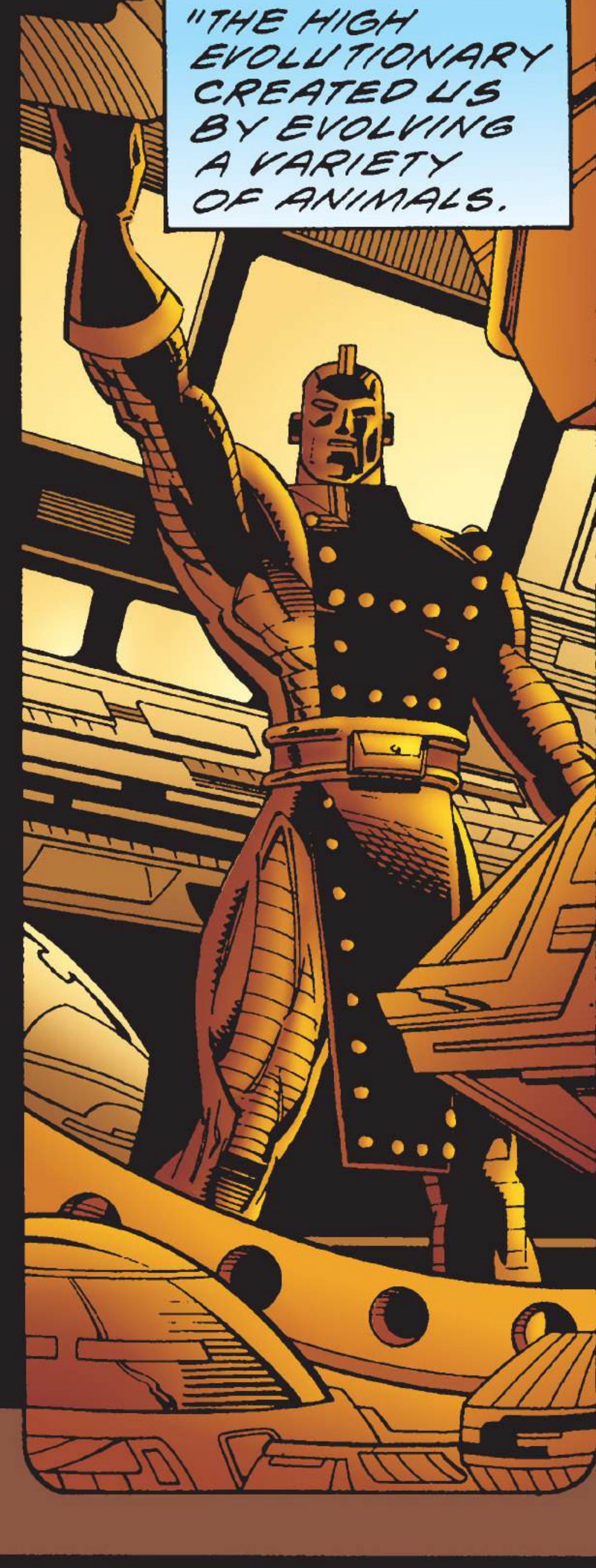
MAYBE IT WOULD HELP IF YOU TOLD ME EVERYTHING YOU KNOW FIRST.

VERY WELL.



THE GOAL OF
OUR MASTER, THE
LORD HIGH
EVOLUTIONARY,
IS TO EVOLVE
THE WORLD TO ITS
GREATEST POTENTIAL.

WE, HIS NEW
MEN, WERE THE
FIRST STEP IN THAT
MASTER PLAN.



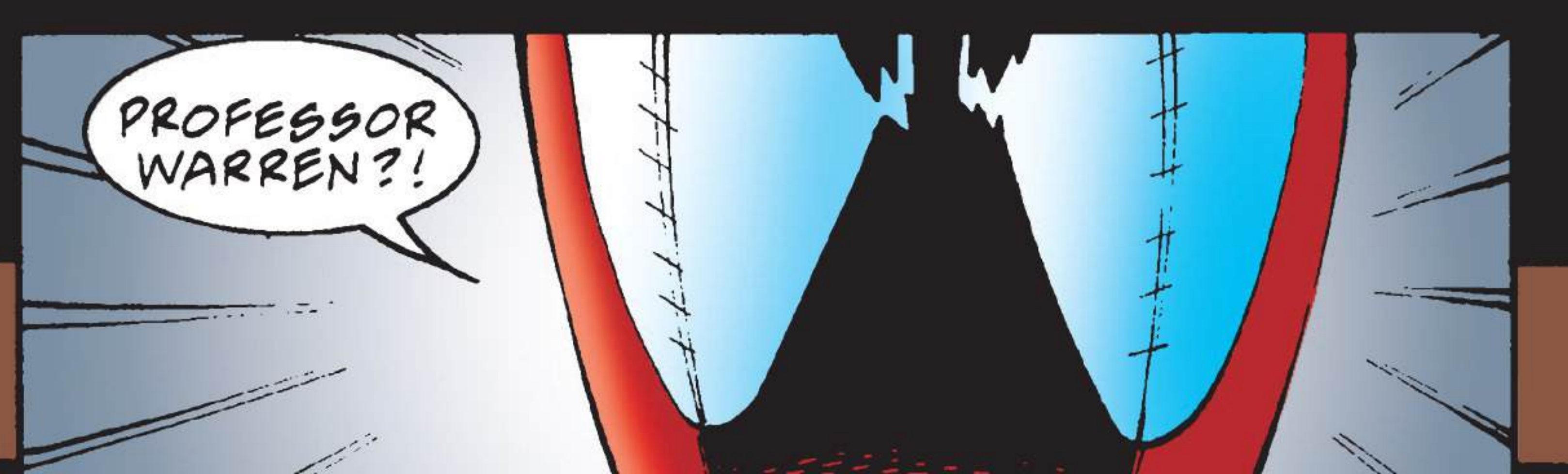
"THE HIGH
EVOLUTIONARY
CREATED US
BY EVOLVING
A VARIETY
OF ANIMALS.



"OF HIS INITIAL CREATIONS, PORGA
AND TAGBAR WERE MORE HUMAN-
LOOKING THAN THE OTHER
NEW MEN--



"-- PRIMARILY DUE TO THE
DEDICATED EFFORTS OF
THE EVOLUTIONARY'S NEW
ASSISTANT, MILES
WARREN."



PROFESSOR
WARREN?!



"BECAUSE OF THEIR RESEMBLANCE TO THE MASTER, THESE NEW MEN BECAME THE OBJECT OF DERISION AND ENVY.



"WHEREAS THE HIGH EVOLUTIONARY WISHED TO CREATE A RACE OF GODS, WARREN DECIDED HE WOULD PLAY GOD HIMSELF AND CREATE A RACE OF PERFECT HUMANS.

"THOUGH HIS TALENTS WERE NOT IN THE SAME LEAGUE AS THE MASTER'S, WARREN USED THE EVOLUTIONARY'S TECHNOLOGY TO FURTHER HIS OWN ENDS.

"THUS, THE HIGH EVOLUTIONARY BANISHED WARREN FROM WUNDAGORE, TELLING HIS NEW MEN THAT WARREN'S WAY WAS ULTIMATELY DESTRUCTIVE.

"BUT SOME OF US BELIEVED THE EVOLUTIONARY WAS TRYING TO KEEP US AS NOTHING MORE THAN HIS DOMESTICATED PETS, RATHER THAN GRANTING US OUR FREEDOM.

"REALIZING THAT THE MASTER FEARED WARREN AS A POTENTIAL RIVAL, THESE REBELS FOLLOWED THE HUMAN OUT OF WUNDAGORE...

"...ABANDONING OUR BRETHREN TO THE COLD EMBRACE OF THE HIGH EVOLUTIONARY, WHO CONVERTED HIS CITADEL INTO A SPACESHIP--

"AND BROUGHT THEM TO THE STARS." *

* SEE THOR #135.--ERIC

"OUR SAVIOR WOULD LEAVE OUR NEW SETTLEMENT PERIODICALLY, RETURNING EVERY SUMMER WITH A PLAN TO MAKE US ALL HUMAN SO THAT WE COULD FOLLOW HIM INTO THE WORLD OF MAN."



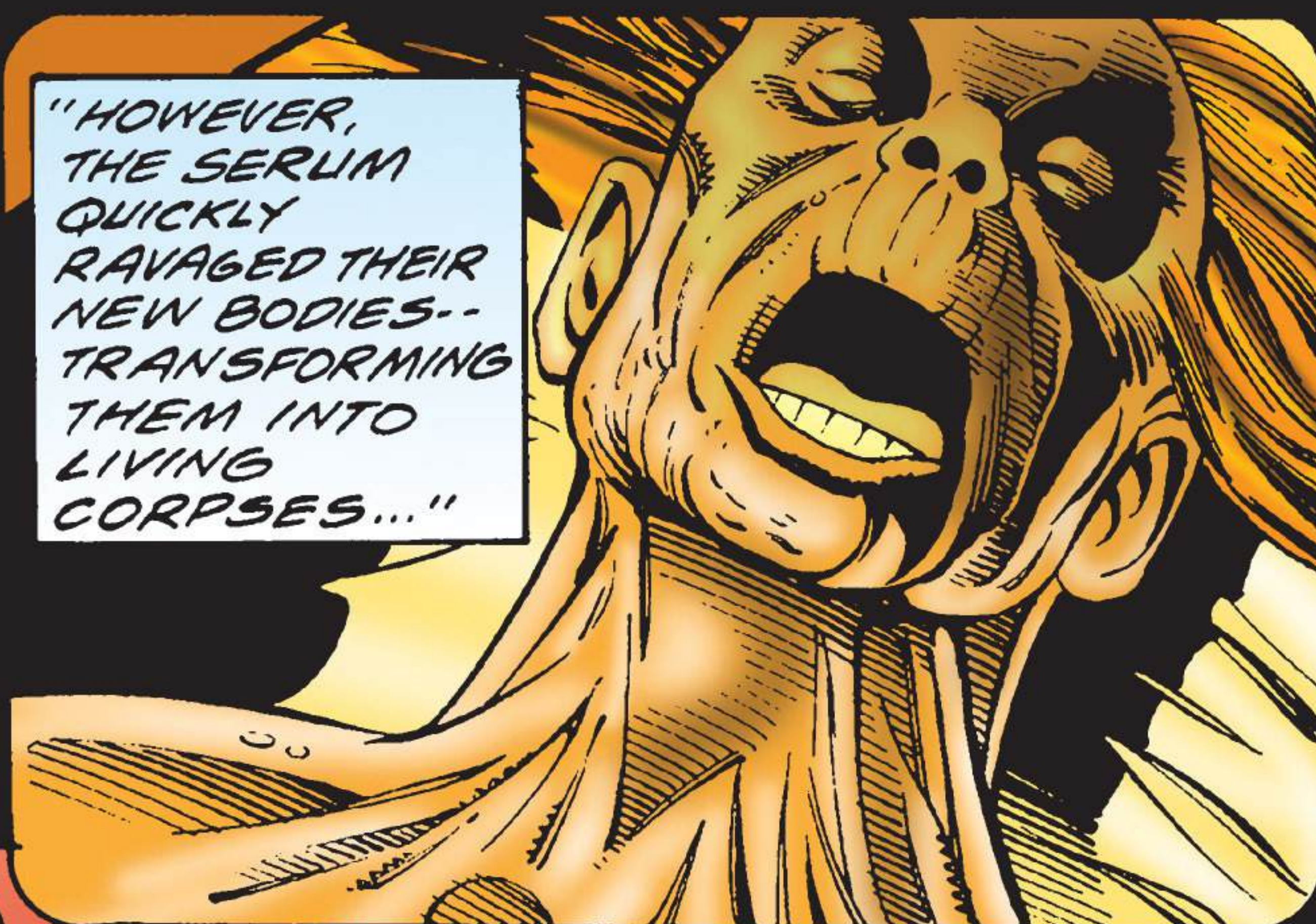
"ONCE HE CREATED A SERUM FROM DNA SAMPLES HE OBTAINED FROM HUMAN DONORS. WARREN INJECTED IT INTO A GROUP OF NEW MEN VOLUNTEERS--



"--AND THE SUBJECTS BECAME HUMAN!"



"HOWEVER, THE SERUM QUICKLY RAVAGED THEIR NEW BODIES-- TRANSFORMING THEM INTO LIVING CORPSES..."



"...UNTIL DEATH MERCIFULLY OVERCAME THEM."



THAT SERUM MUST HAVE BEEN THE PROTOTYPE FOR THE CARRION VIRUS--

--THE JACKAL'S GENETIC PLAGUE WHICH EITHER KILLS YOU OR RAVAGES YOUR DNA STRUCTURE, MAKING YOU LOOK LIKE A DECOMPOSED VERSION OF WARREN HIMSELF!



"MILES WARREN GREW DESPONDENT.

"HE HAD YET TO DISCOVER A MEANS OF CAPTURING THE MINDS AND PRECIOUS INSTINCTS OF OUR UNIQUE RACE IN MORE HUMAN-LOOKING BODIES, ALLOWING THEM TO BLEND IN WITH SOCIETY.

"BUT WARREN WAS NO VICTOR VON FRANKENSTEIN. HE REFUSED TO RISK A HUMAN LIFE BY ATTEMPTING A BRAIN TRANSPLANT.

"NO, HIS EXPERTISE WAS GENETICS! THE ANSWER HAD TO LIE IN THE SPONTANEOUS REGENERATION OF A HUMAN BODY--

"--GENETICALLY ENGINEERED SO THAT THE BRAIN WAS A TABULA RASA INTO WHICH HE COULD PROGRAM THE NEW MEN'S MENTAL ENGRAMS."

OH, COME ON! CAN'T YOU SEE WARREN WANTED TO CREATE AN ARMY OF CLONES--

--CLONES WITH THE SUPERHUMAN INSTINCTS OF THE NEW MEN WHOSE MINDS WERE CONTROLLED BY HIM ALONE, YET WERE NOTHING MORE THAN AN ENDLESS SUPPLY OF GUINEA PIGS TO HIM?

THE MILES WARREN YOU KNEW, PERHAPS...

"...BUT AT THIS STAGE OF HIS LIFE, HIS MOTIVES WERE COMPLETELY SELFLESS.

"HE LEFT US TO PURSUE HIS THEORY, AND IT WAS YEARS BEFORE WE HEARD FROM HIM AGAIN.

"A FOLLOWING HAD DEVELOPED AROUND THE LEGEND OF MILES WARREN, BUT MANY BEGAN TO LOSE FAITH."

"THEN, ON A SNOWY DAY IN EARLY JANUARY, HE RETURNED--"

"IN A MOST DRAMATIC FASHION!"

"THE JACKAL REVEALED THAT HE HAD CREATED TWO PERFECT CLONES, ONE OF A YOUNG COLLEGE CO-ED NAMED GIVEN STACY..."

"COLLECTING SOME IMPORTANT EQUIPMENT, THE JACKAL PROMISED THAT HE WOULD CALL FOR US SOON-- BUT IF SOMETHING WERE TO HAPPEN TO HIM, WE SHOULD CONTINUE HIS EXPERIMENTS."

"...AND THE OTHER--OF YOURSELF!"

"HIS FOLLOWERS RALLIED AROUND HIM, ASSUMING THAT HE HAD DONNED THE COSTUME OF A JACKAL TO BE MORE LIKE THEM."

"THOUGH CONCERNED BY THEIR SAVIOR'S CRYPTIC FAREWELL, THE NEW MEN CELEBRATED BY ERECTING A STATUE OF THE JACKAL. ALL WAS JOYFUL IN NEW WUNDAGORE, UNTIL--"

"-- THE LORD HIGH EVOLUTIONARY RETURNED, WITH A VENGEANCE !

"DURING HIS ABSENCE, HE HAD EVOLVED INTO A GOD-LIKE ENTITY, THEN DEVOLVED BACK TO HIS HUMANOID FORM.

"BUT HE STILL DEMANDED RESPECT AS OUR CREATOR, SO HE DESTROYED OUR NEW ICON AND ESTABLISHED HIMSELF ONCE MORE AS OUR LORD AND MASTER.

" AN UNDERGROUND REBELLION FORMED, CALLING ITSELF THE CULT OF THE JACKAL.

"FOR OBVIOUS REASONS, I WAS ORDAINED AS ITS HIGH PRIESTESS.

"AS LEADER OF THIS REBELLION, I SENT SPIES INTO MAN'S WORLD TO LEARN OUR SAVIOR'S FATE. THEY REPORTED BACK WITH NEWS OF THE JACKAL'S DEATH.*

"THE HIGH EVOLUTIONARY WAS NOT PLEASED WHEN HE LEARNED OF OUR MEMORIAL SERVICE.

HE PROMISED MY CHURCH THAT HE WOULD EXPOSE OUR MESSIAH AS A FRAUD.

*AS SEEN IN THE AMAZING SPIDER-MAN #149. --ERIC

"TIME PASSED, THEN DURING HIS EVOLUTIONARY WAR CRUSADE, THE MASTER'S GATHERERS KIDNAPPED THE YOUNG CO-ED CLONE..."

"...AND PERFORMED A SERIES OF TESTS ON HER."

"HE DETERMINED THAT THIS SUBJECT WAS ALSO MERELY A CONSTRUCT CREATED BY THE SAME GENETIC VIRUS WARREN HAD CREATED EARLY IN HIS CAREER." X

"ONE COULD SENSE THE HIGH EVOLUTIONARY'S TRIUMPHANT ARROGANCE AS HE REVEALED HIS FINDINGS TO OUR THRONG."

"FAITH IN OUR SAVIOR SUFFERED A CRIPPLING BLOW, JUST AS THE EVOLUTIONARY HAD PLANNED."

X IT ALL HAPPENED IN SPECTACULAR SPIDER-MAN ANNUAL #8!--ERIC

"BUT I REFUSED
TO BELIEVE THE
HIGH EVOLUTIONARY
UNTIL I CONFIRMED
HIS REVELATION
MYSELF.

"SO I SENT MORE
SPIES INTO YOUR
WORLD TO DISCOVER
THE TRUTH!

"I WAS DISMAYED
TO LEARN THAT OUR
MASTER HAD NOT
LIED TO US. THE
SPIES UNCOVERED
MILES WARREN'S
JOURNAL, WHICH
CLEARLY STATED IN
WARREN'S OWN
WORDS...

"She will be
the second
subject to
undergo
cellular-level
transforma-
tion, via the
genetic virus I
have developed.

"Today I
waylaid a
young pupil
of mine,
Joyce Delamy

"My
assistant,
Anthony
Serba,
was the
first.

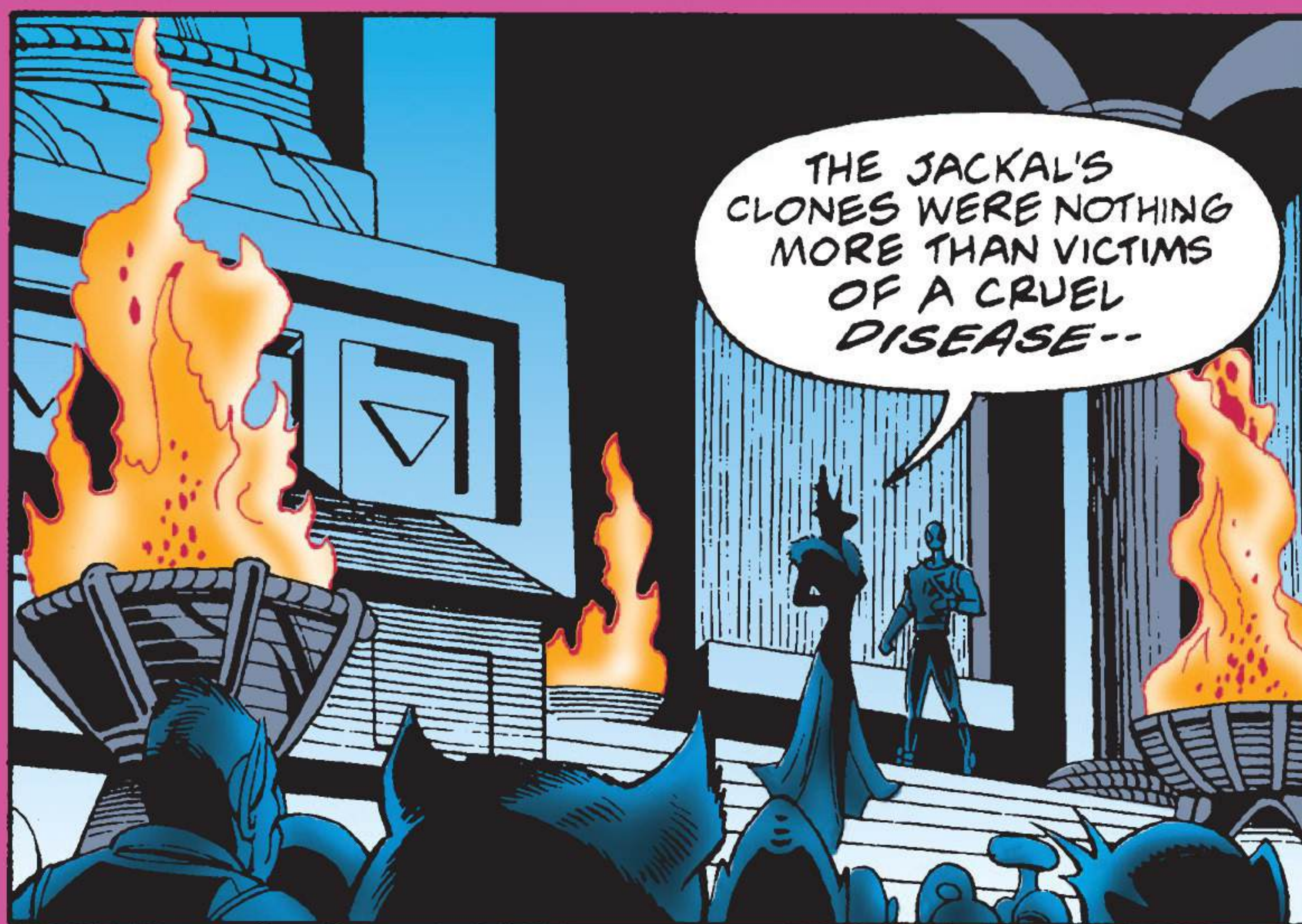
"Three days ago,
I infected him
with a virus
from Peter
Parker's DNA.

"The results
were gratifying.

"Every cell of
his body
invaded and
transformed
by the virus,
Serba almost
instantly
became Peter
Parker...

"... just as Joyce Delamy
now becomes Gwen Stacy." *

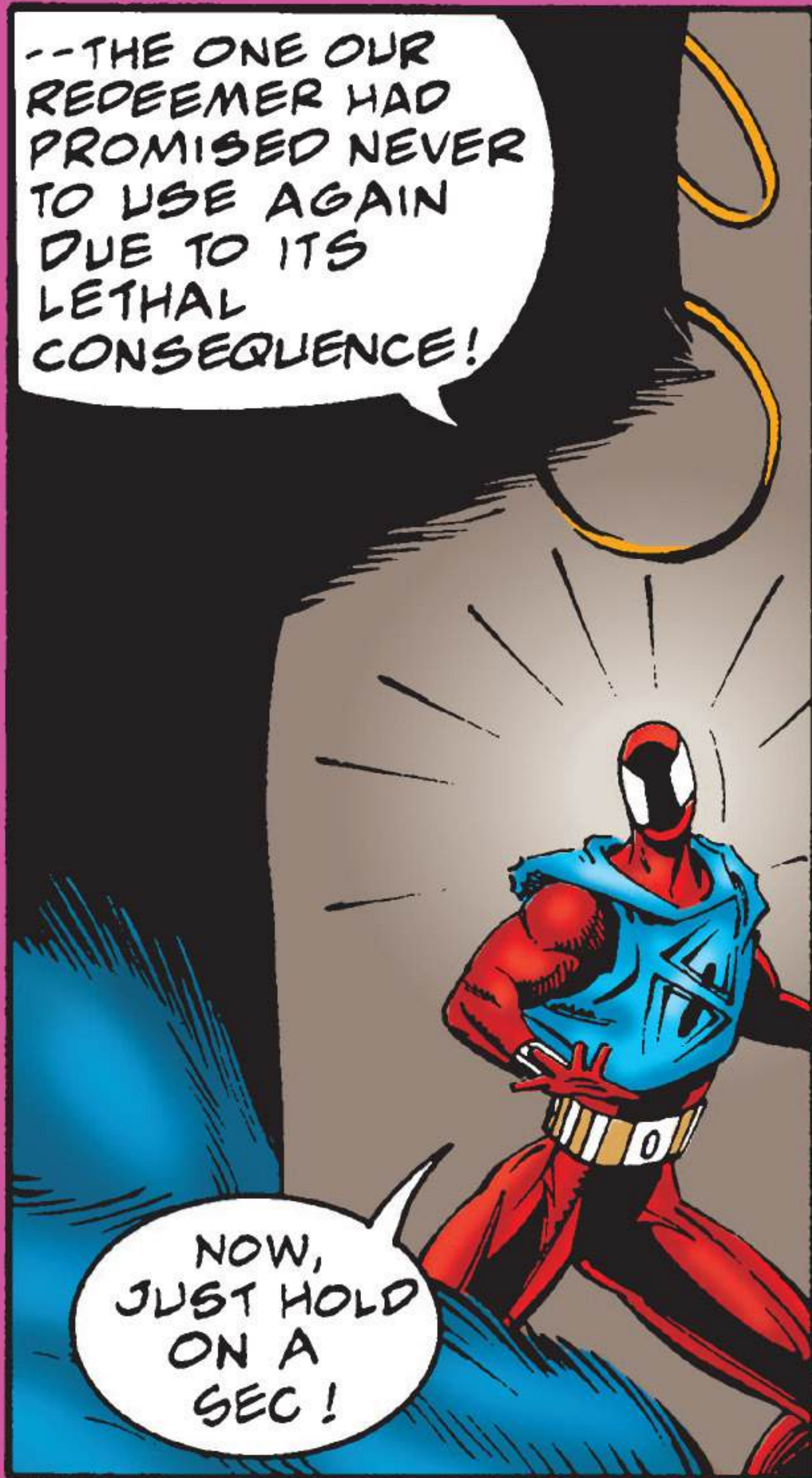
*CHECK OUT SPECTACULAR
SPIDER-MAN #149 IF
YOU DON'T BELIEVE US!--ERIC



THE JACKAL'S
CLONES WERE NOTHING
MORE THAN VICTIMS
OF A CRUEL
DISEASE--

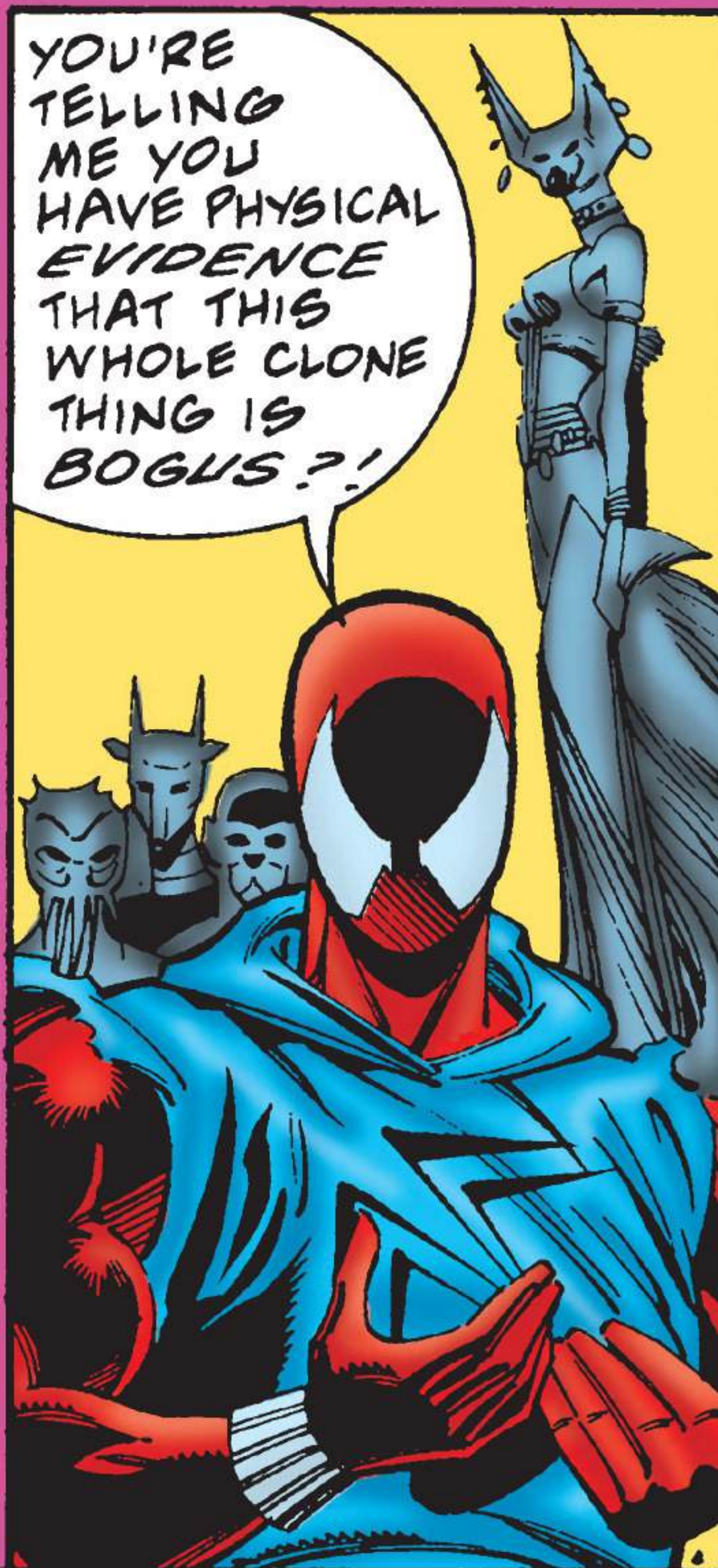
I MEAN, IF
PARKER IS REALLY
THIS ANTHONY SERBA,
DOESN'T SERBA
DESERVE TO GET
HIS LIFE BACK??

ANUBIA'S STORY, ON
TOP OF THE INFORMATION
I GLIMPSED BACK AT
THE JACKAL'S LAB,
SEEMS TO POINT TO
THE INCONTROVERTIBLE
FACT THAT THE
CLONES WERE A
FARCE.



--THE ONE OUR
REDEEMER HAD
PROMISED NEVER
TO USE AGAIN
DUE TO ITS
LETHAL
CONSEQUENCE!

NOW,
JUST HOLD
ON A
SEC!

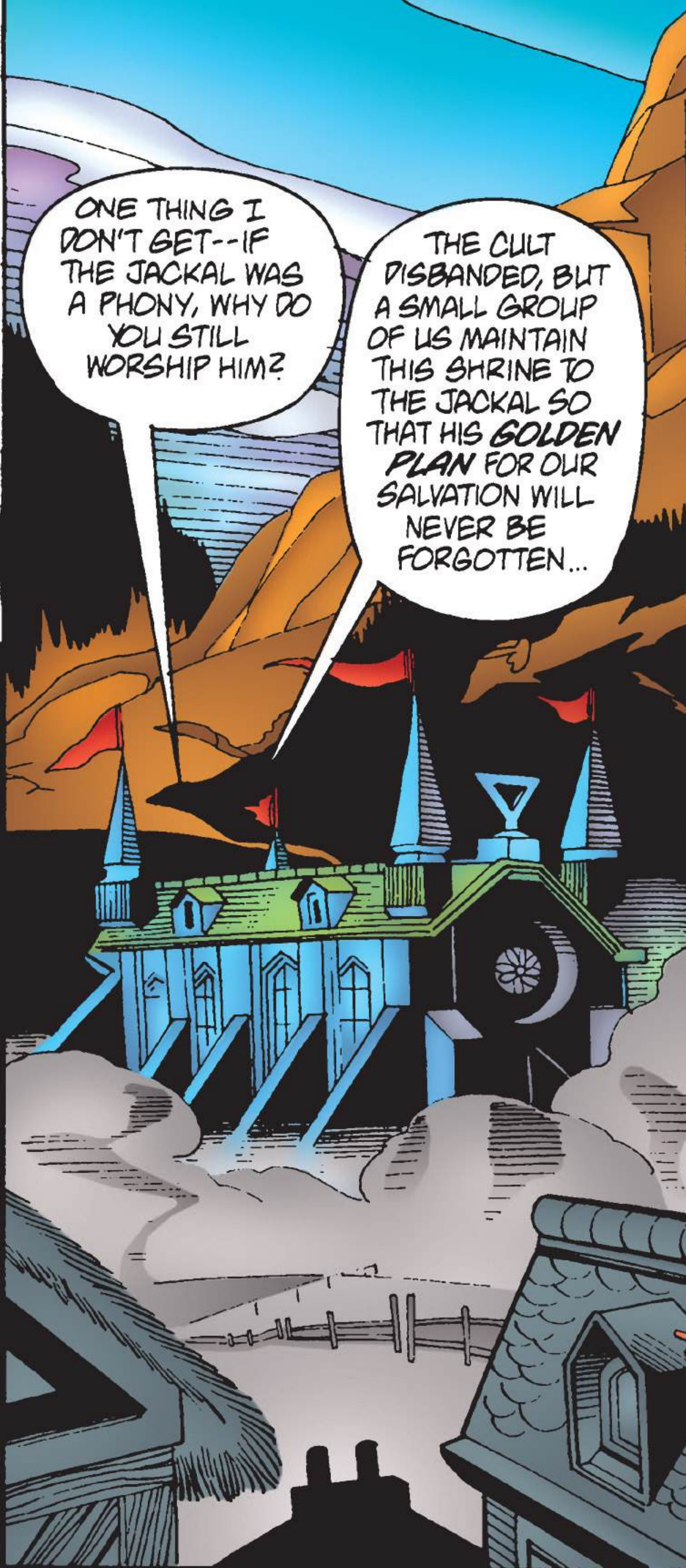


YOU'RE
TELLING
ME YOU
HAVE PHYSICAL
EVIDENCE
THAT THIS
WHOLE CLONE
THING IS
BOGUS?!

THIS IS TOO MUCH!
AM I THIS "ANTHONY
SERBA" THE JOURNAL
MENTIONS?

WORSE YET, DID
I LIE TO PETER
WHEN I CONVINCED
HIM THAT HE HAS
AS MUCH RIGHT TO
HIS LIFE AS I DO?

WOW.

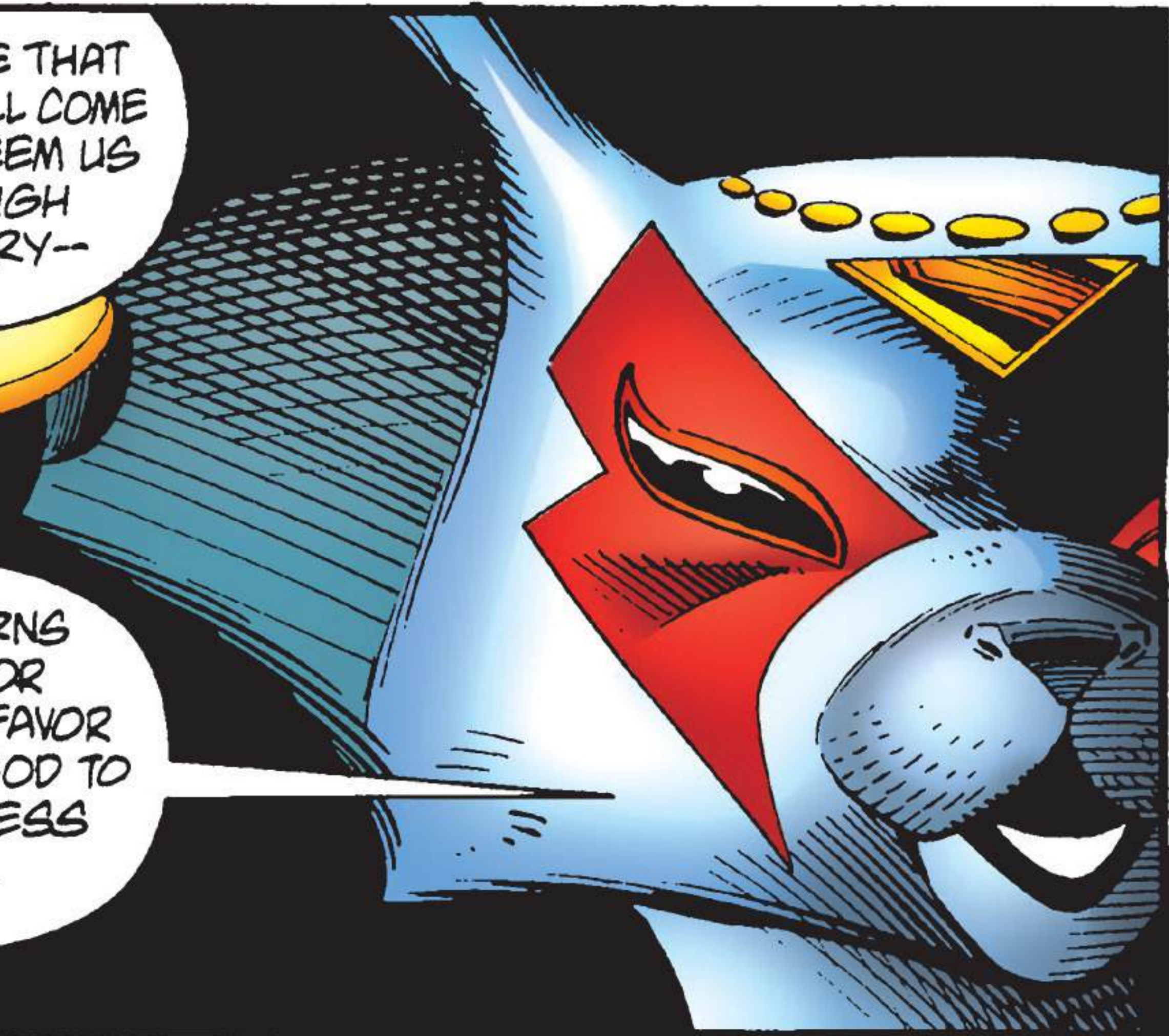


ONE THING I DON'T GET--IF THE JACKAL WAS A PHONY, WHY DO YOU STILL WORSHIP HIM?

THE CULT DISBANDED, BUT A SMALL GROUP OF US MAINTAIN THIS SHRINE TO THE JACKAL SO THAT HIS **GOLDEN PLAN** FOR OUR SALVATION WILL NEVER BE FORGOTTEN...

...A FEW BELIEVE THAT THE JACKAL WILL COME AGAIN TO REDEEM US FROM THE HIGH EVOLUTIONARY--

--WHO SCORNS OUR PLEA FOR HUMANITY IN FAVOR OF PLAYING GOD TO THE THANKLESS HUMANS.



WELL, I'VE GOT NEWS FOR YOU, NEW MEN--THE JACKAL WAS NO SAINT, BUT AS FAR AS I KNOW--

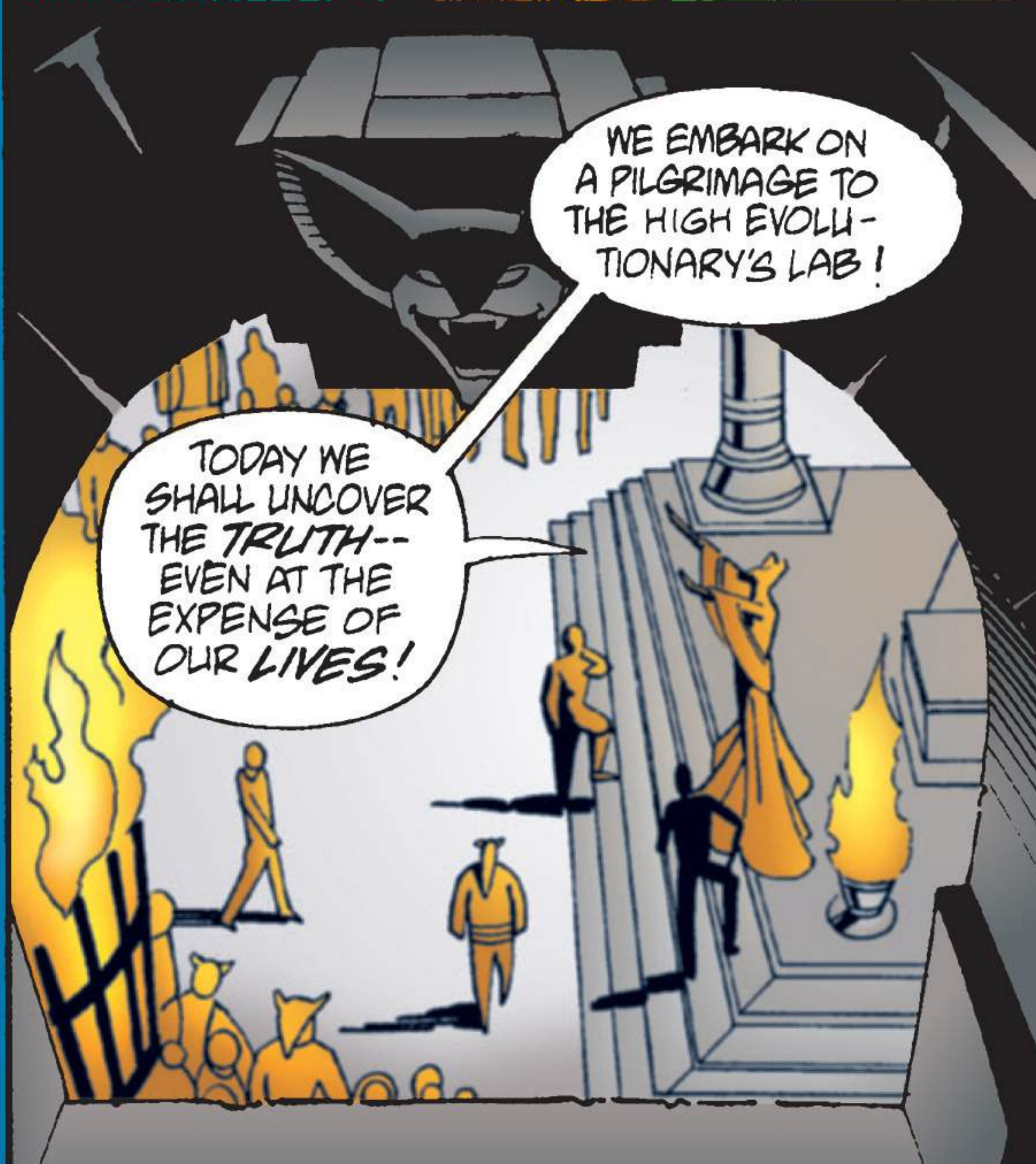


--CLONING IS POSSIBLE!



CLAP CLAP

GUARDIANS OF THE SACRED CRUSADE, ATTEND ME!



WE EMBARK ON A PILGRIMAGE TO THE HIGH EVOLUTIONARY'S LAB!

TODAY WE SHALL UNCOVER THE **TRUTH**--EVEN AT THE EXPENSE OF OUR **LIVES**!

SOON, ON THE
COBBLESTONE
STREETS OF
WUNDAGORE...

DIDJA REALLY
MEAN, "AT THE
EXPENSE OF
OUR LIVES,"
'NUBIAZ.

WHATSAMATTER,
CAIMAN--
CHICKENZ?

QUIET,
HARRIER! WE
MUST NOT DRAW
ANY UNDUE
ATTENTION TO OUR
GUEST.

DO WE GET
TO **EAT HIM**
WHEN THIS
IS OVER?

HEY!

HERE! THIS
LID COVERS AN
AQUEDUCT WHICH
LEADS TO THE
MASTER'S DOMAIN!

AGAIN WITH
THE SEWERS?
ARE YOU
TRYING TO
GIVE ME A
COMPLEX?

FOLLOW THE
TUNNEL TO THE
AIR CONDITIONING
DUCT AT THE
FAR END.

THIS IS
THE CENTRAL
PROCESSING
PLANT OF THE
EVOLUTIONARY'S
CITADEL--

--WHERE
HE PLOTS THE
GENETIC
DESTINY OF
THE ENTIRE
HUMAN
RACE.

UH-OH. SPIDER-
SENSE JUST KICKED
INTO OVERDRIVE...

"...WE'VE GOT
COMPANY!"

HELLO,
NEW MEN.

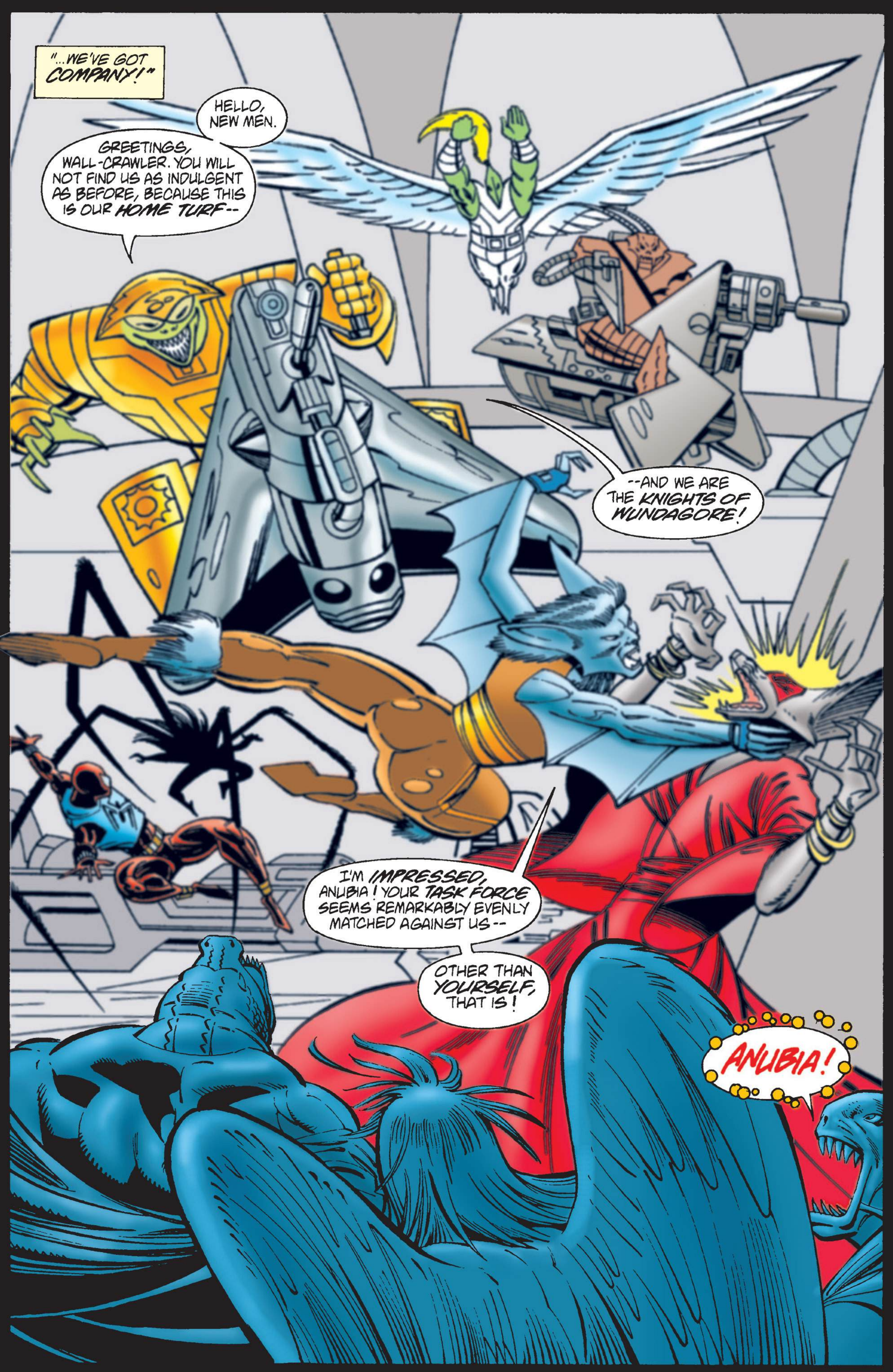
GREETINGS,
WALL-CRAWLER. YOU WILL
NOT FIND US AS INDULGENT
AS BEFORE, BECAUSE THIS
IS OUR HOME TURF--

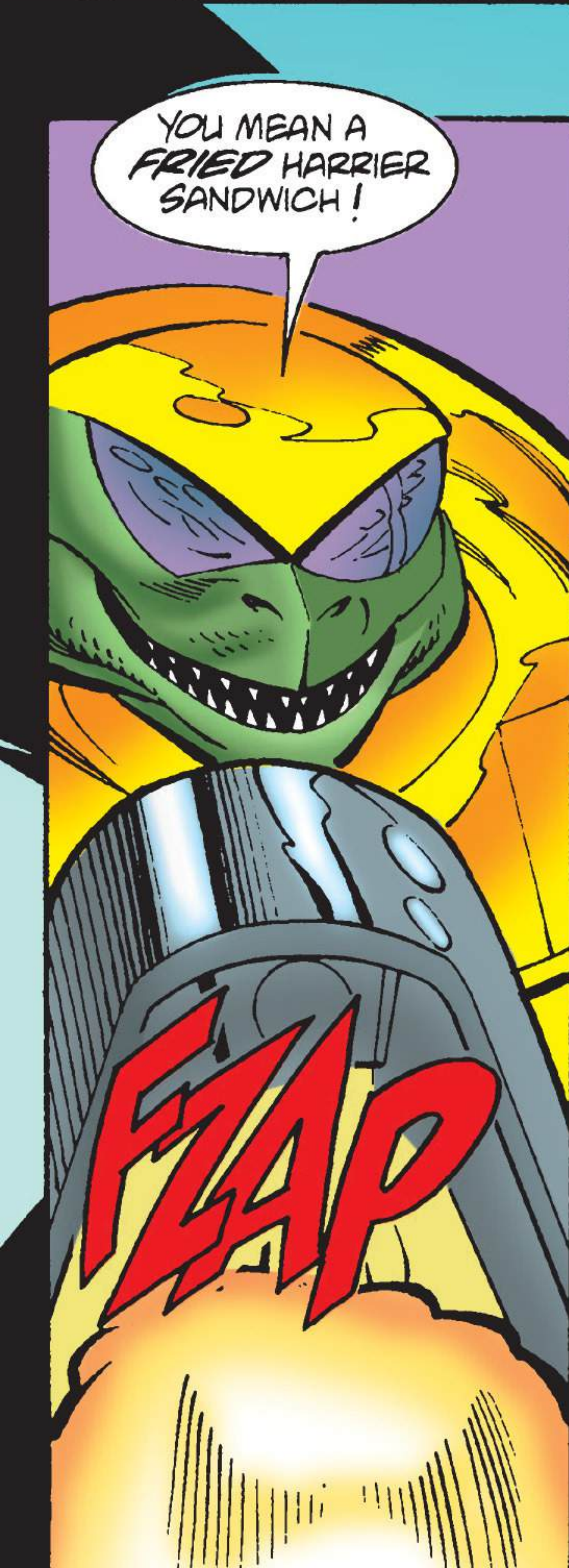
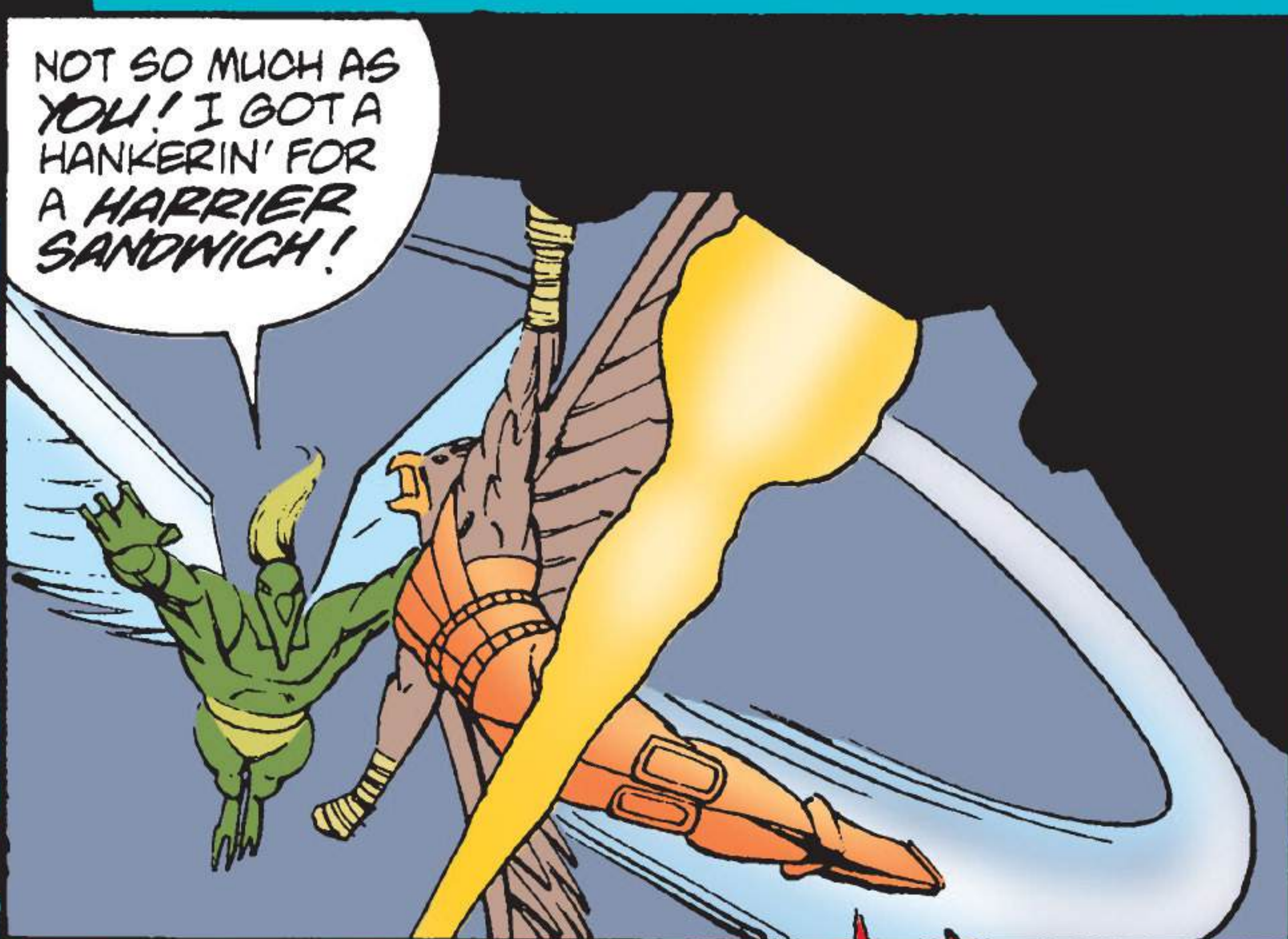
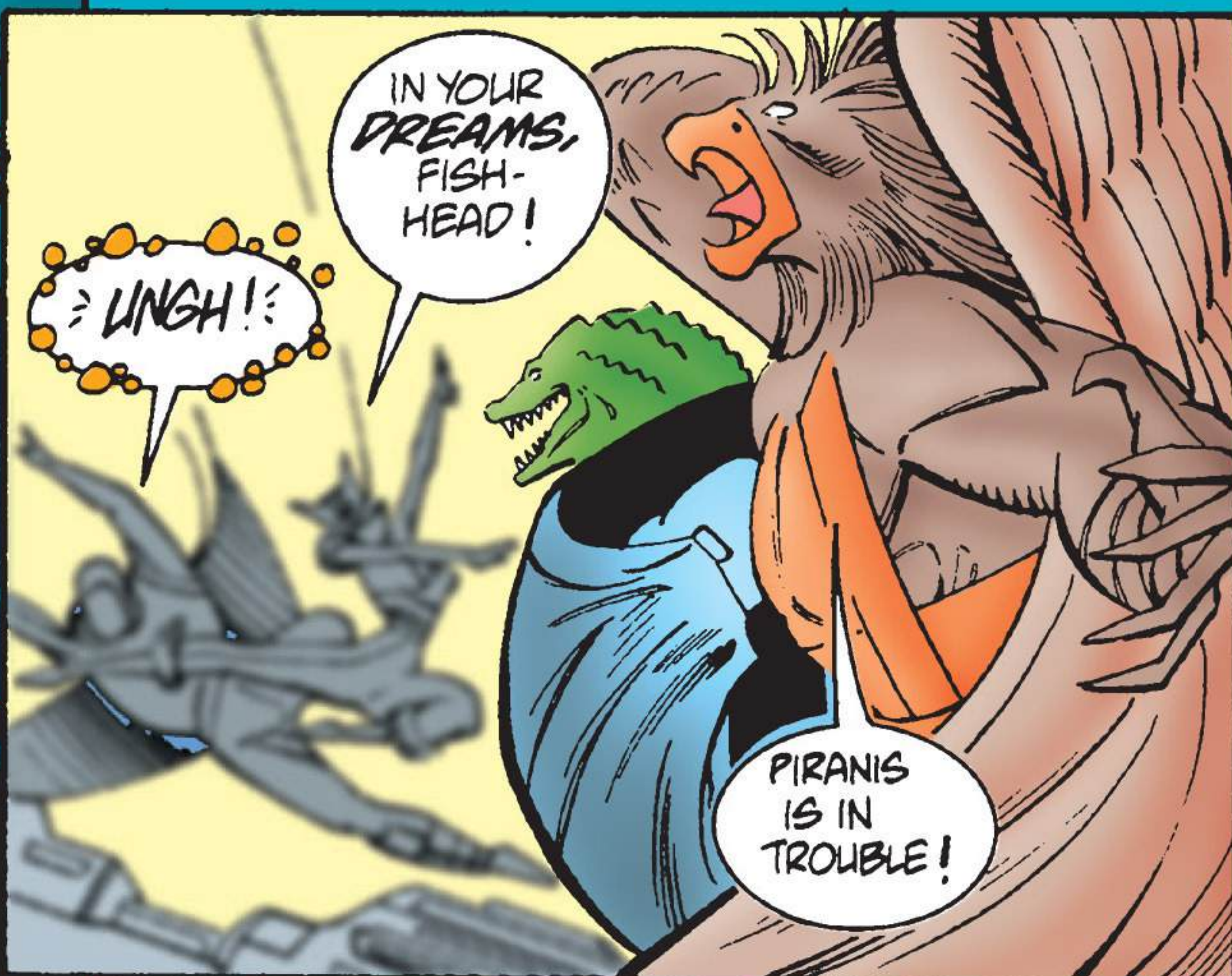
--AND WE ARE
THE KNIGHTS OF
WUNDAGORE!

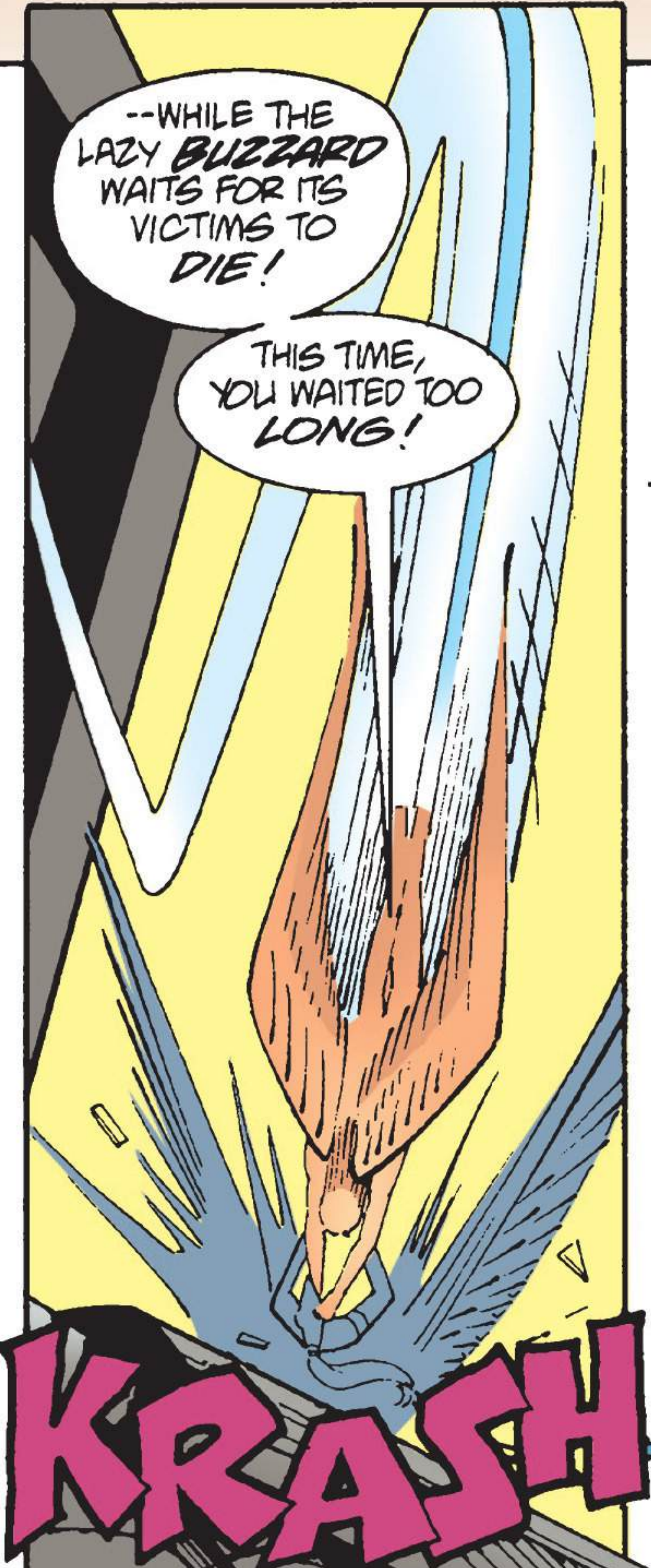
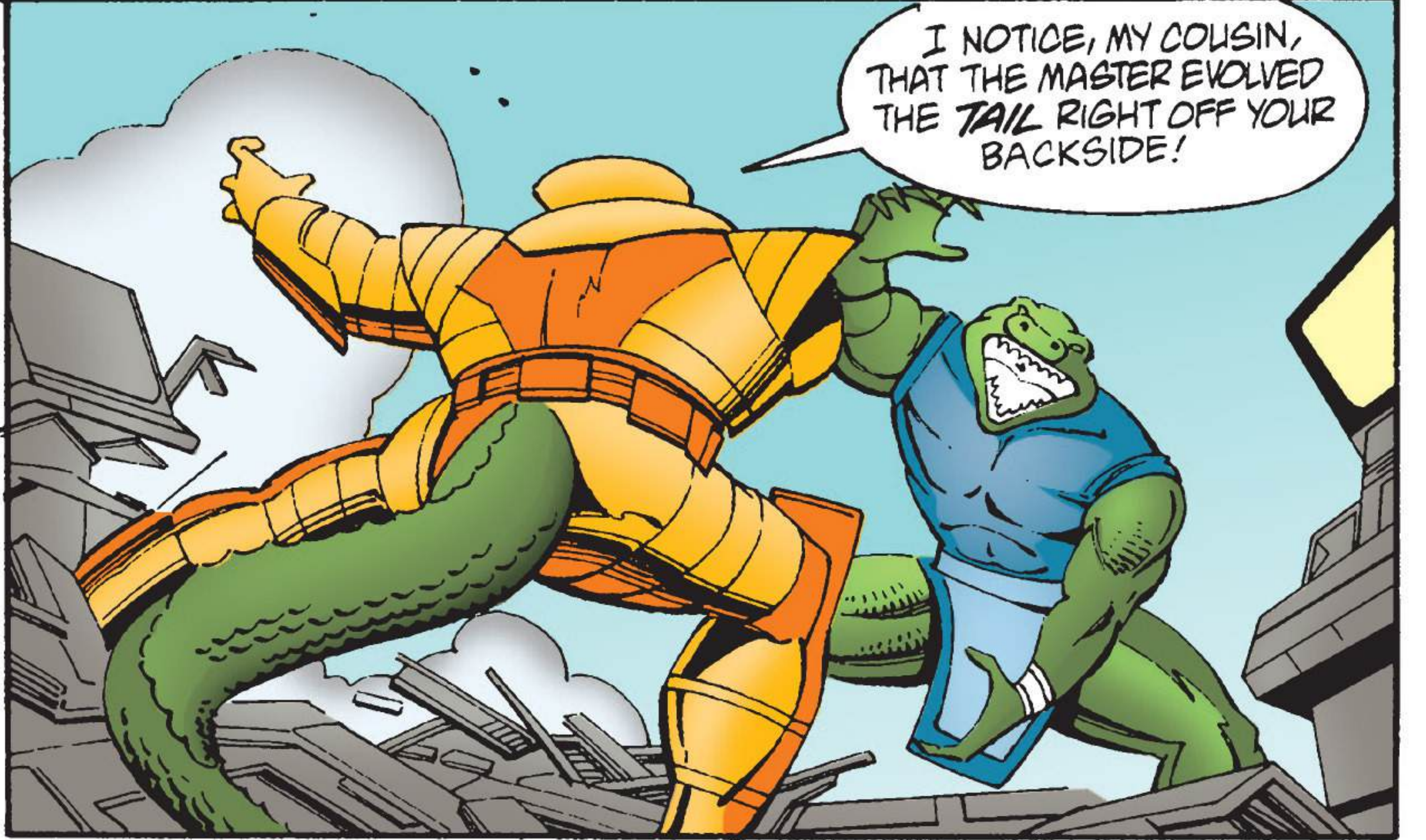
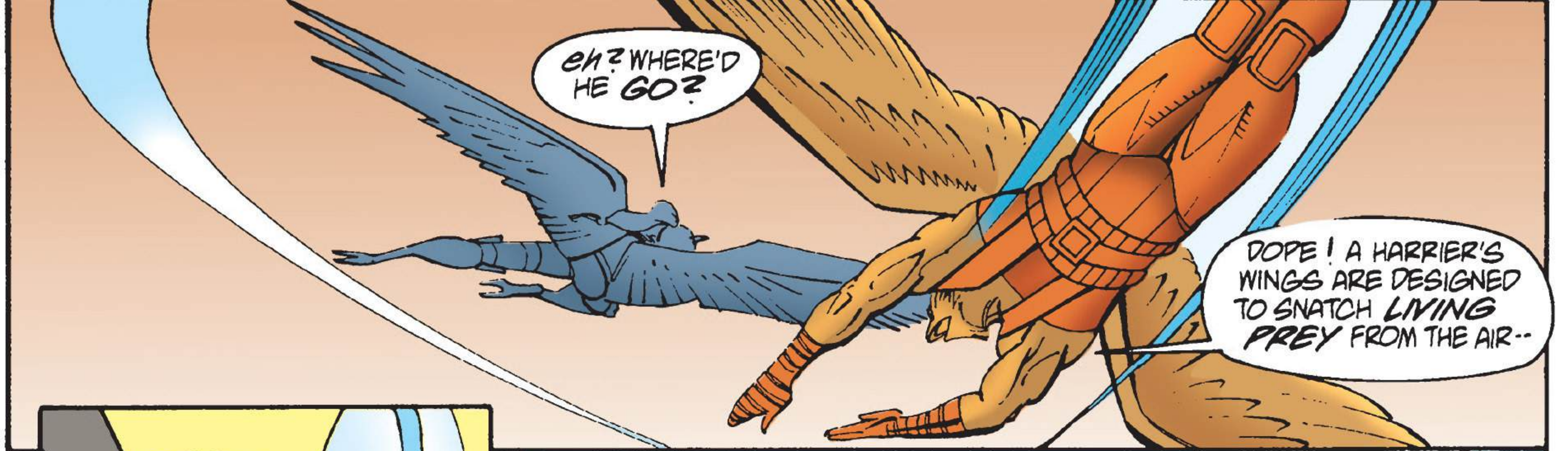
I'M IMPRESSED,
ANUBIA! YOUR TASK FORCE
SEEMS REMARKABLY EVENLY
MATCHED AGAINST US --

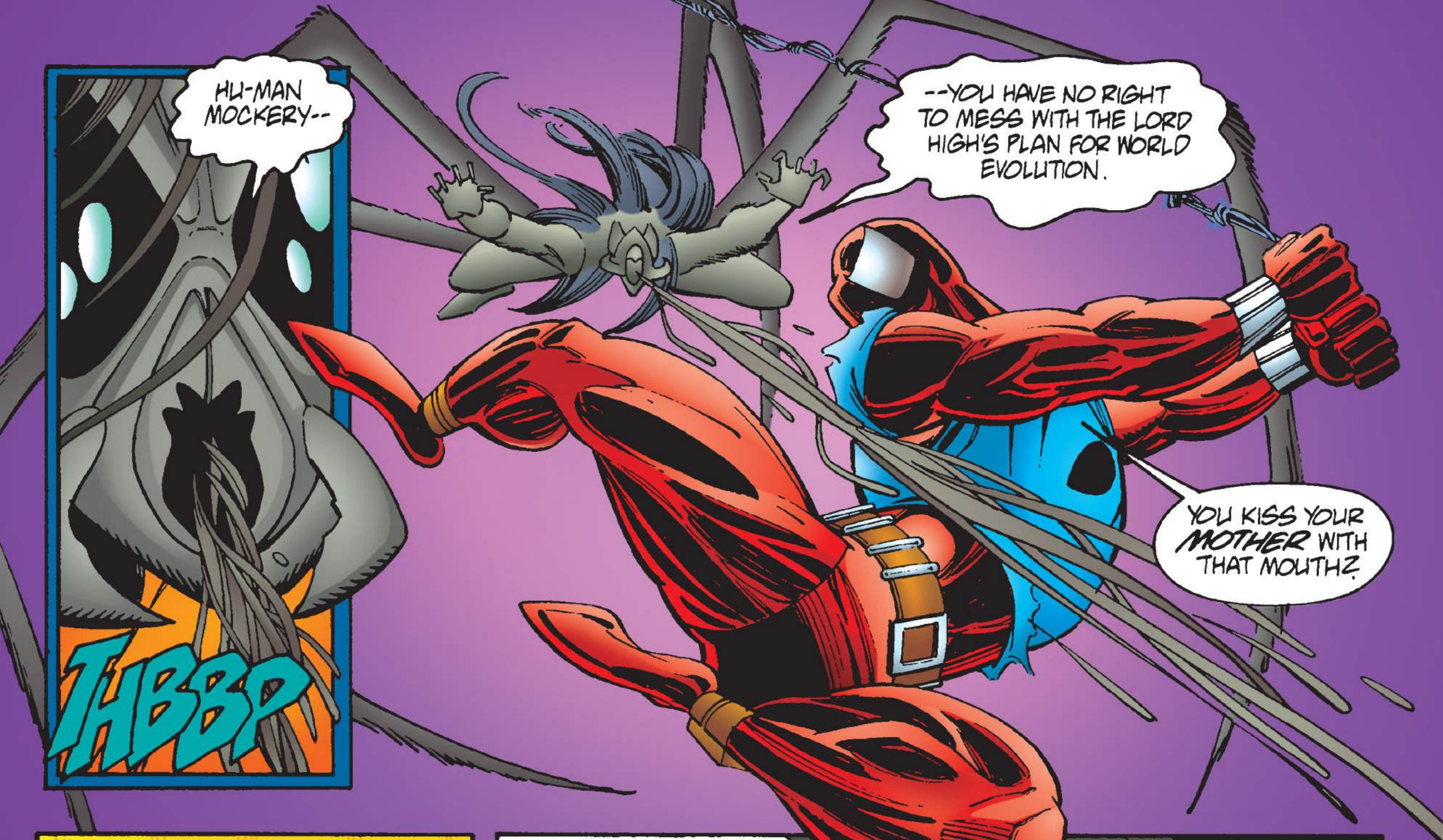
OTHER THAN
YOURSELF,
THAT IS!

ANUBIA!









HU-MAN
MOCKERY--

--YOU HAVE NO RIGHT
TO MESS WITH THE LORD
HIGH'S PLAN FOR WORLD
EVOLUTION.

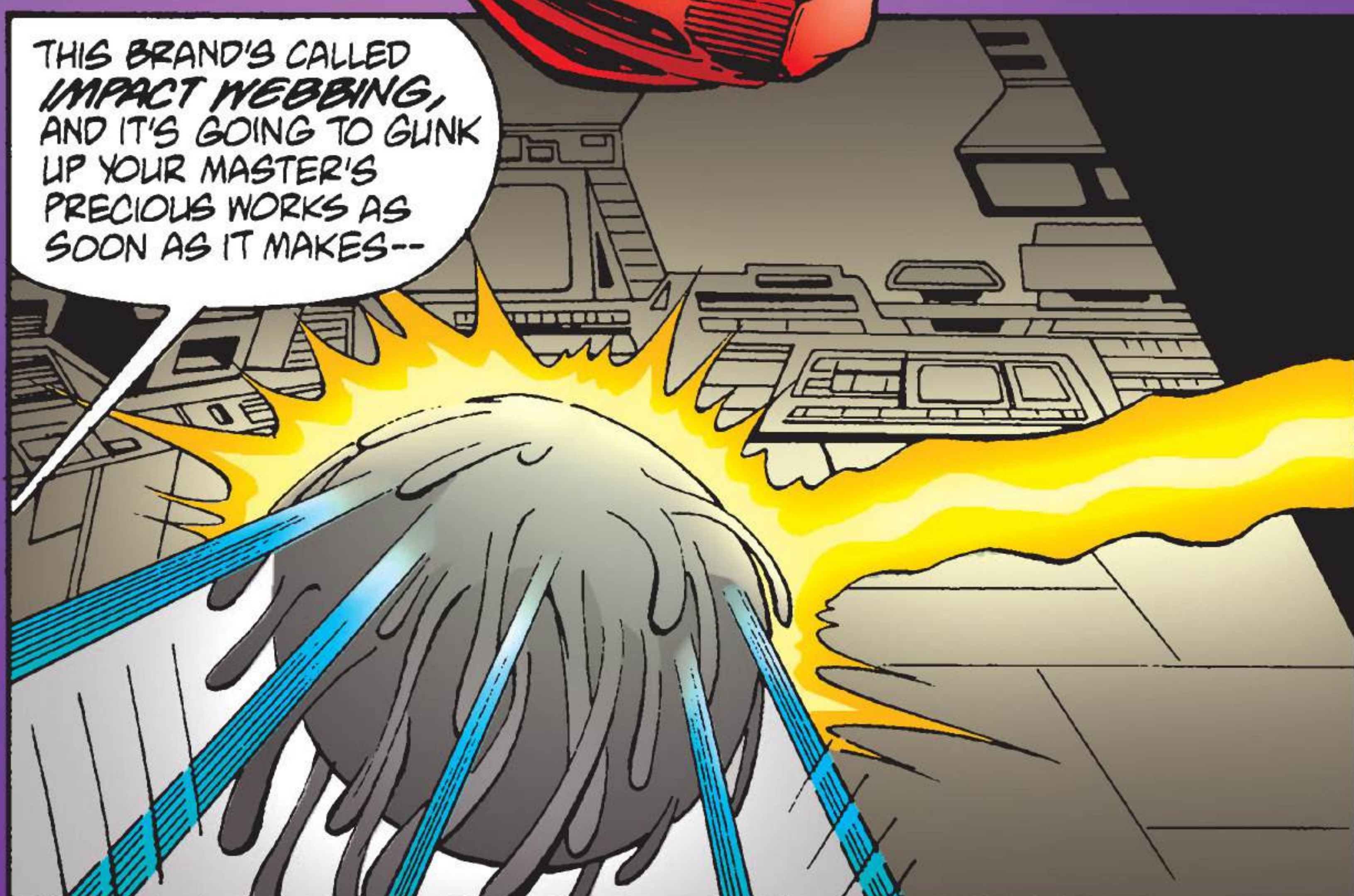
YOU KISS YOUR
MOTHER WITH
THAT MOUTH?

THBSP



SORRY,
"CHARLOTTE"--I'VE
GOT MY OWN
PATENTED
WEBBING.

THWIP



THIS BRAND'S CALLED
IMPACT WEBBING,
AND IT'S GOING TO GLUNK
UP YOUR MASTER'S
PRECIOUS WORKS AS
SOON AS IT MAKES--



I CANNOT
ALLOW THAT.

--CONTACT?

BOOP

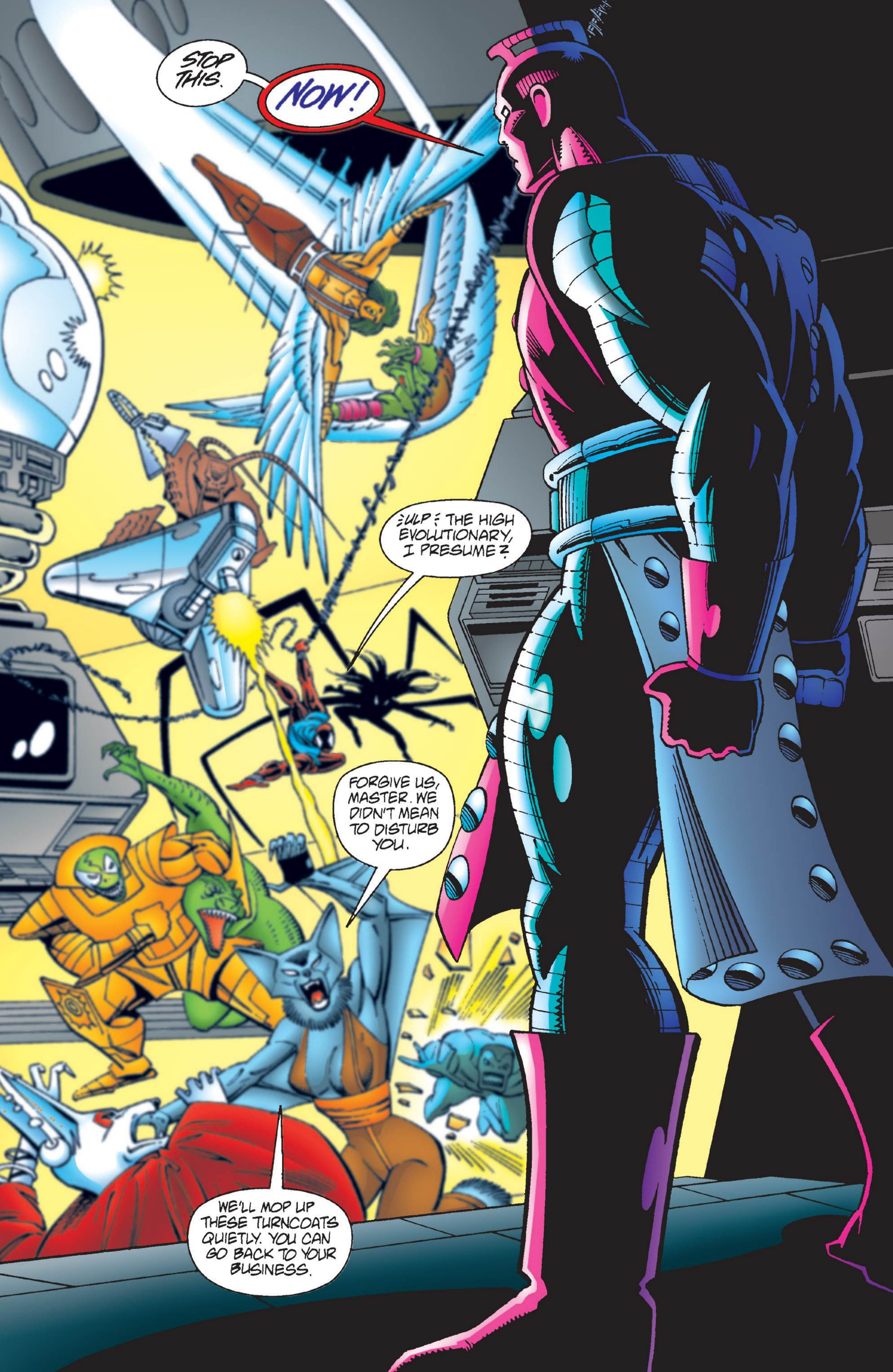
STOP
THIS.

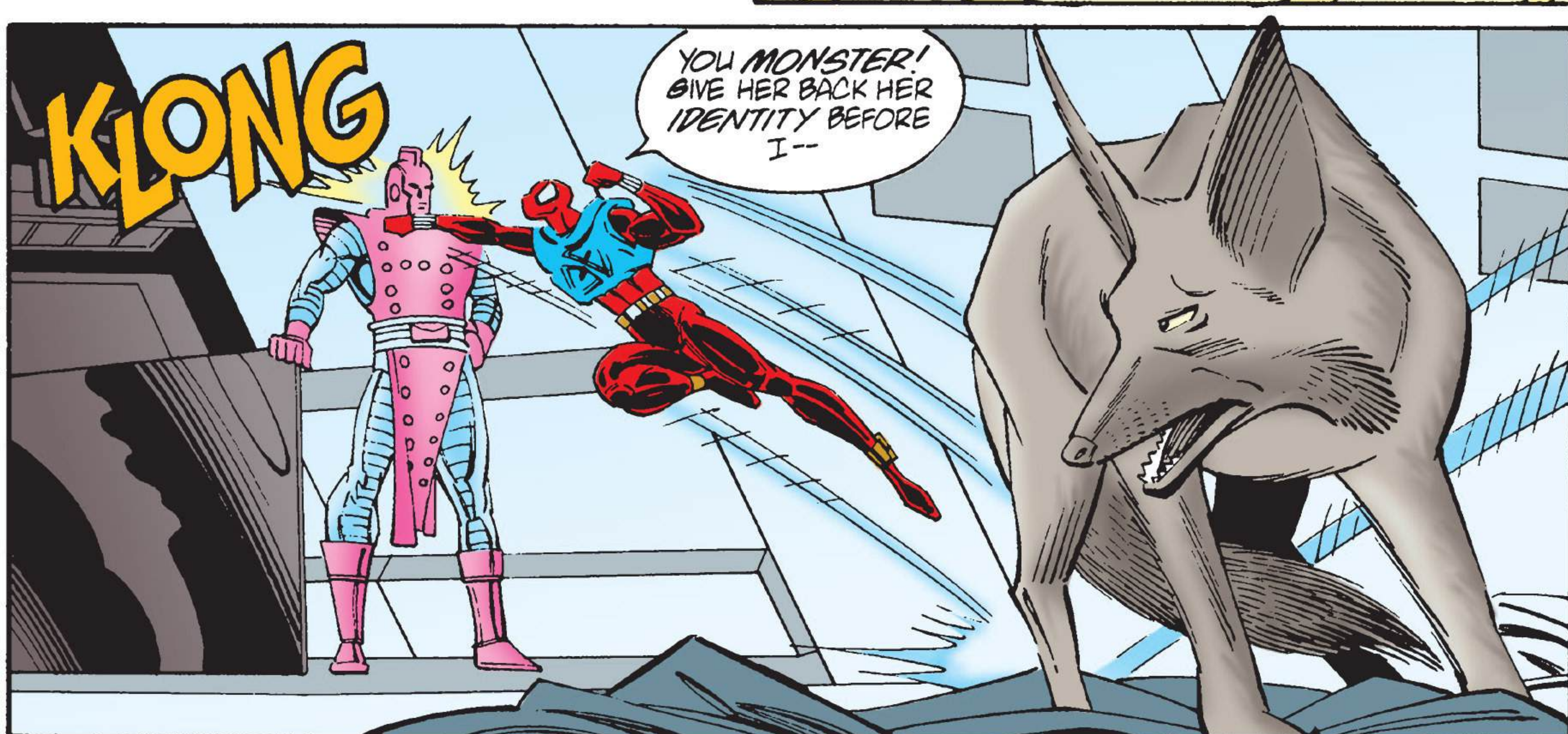
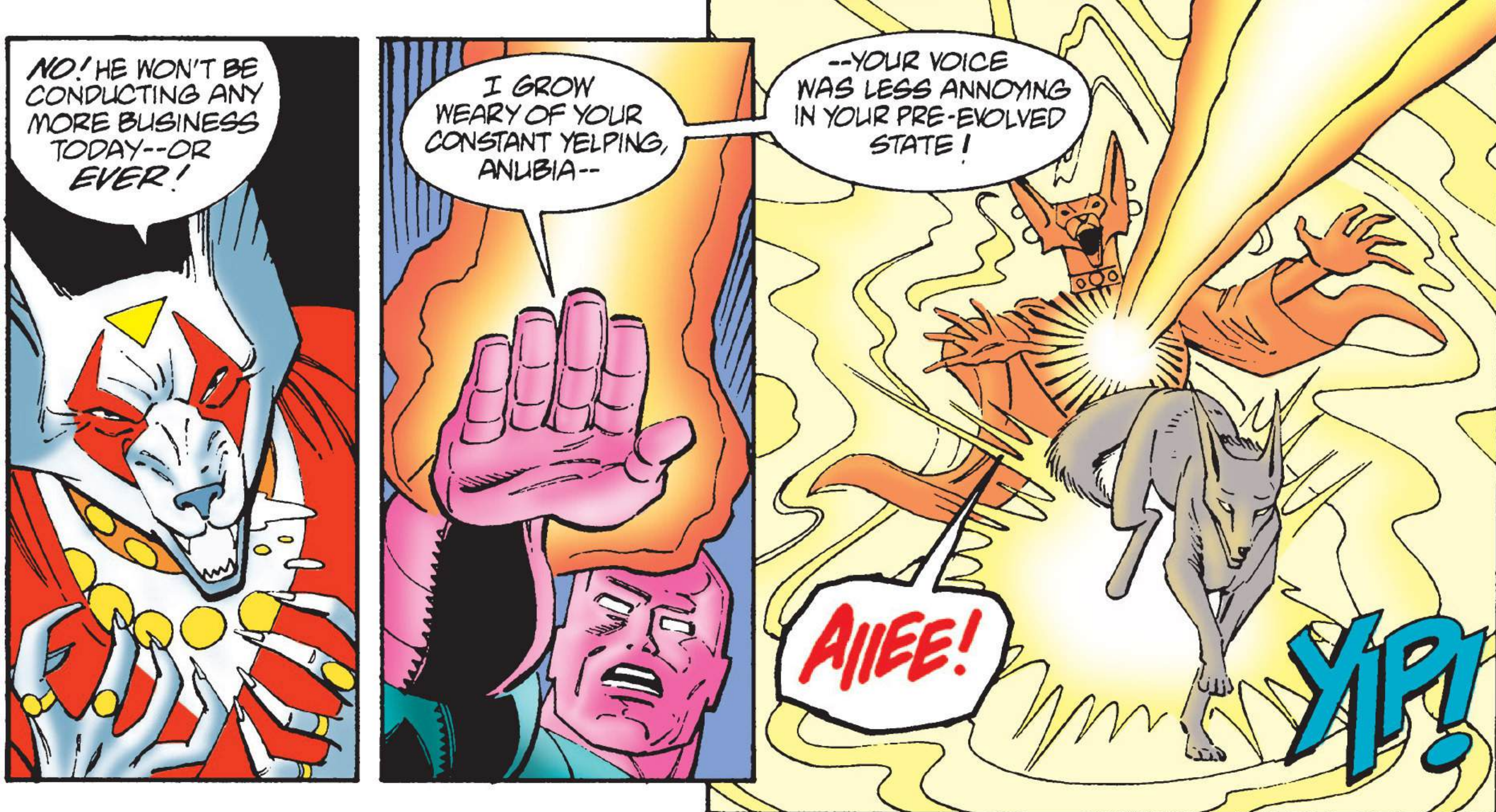
NOW!

WULF: THE HIGH
EVOLUTIONARY,
I PRESUME?

FORGIVE US,
MASTER. WE
DIDN'T MEAN
TO DISTURB
YOU.

WE'LL MOP UP
THESE TURNCOATS
QUIETLY. YOU CAN
GO BACK TO YOUR
BUSINESS.





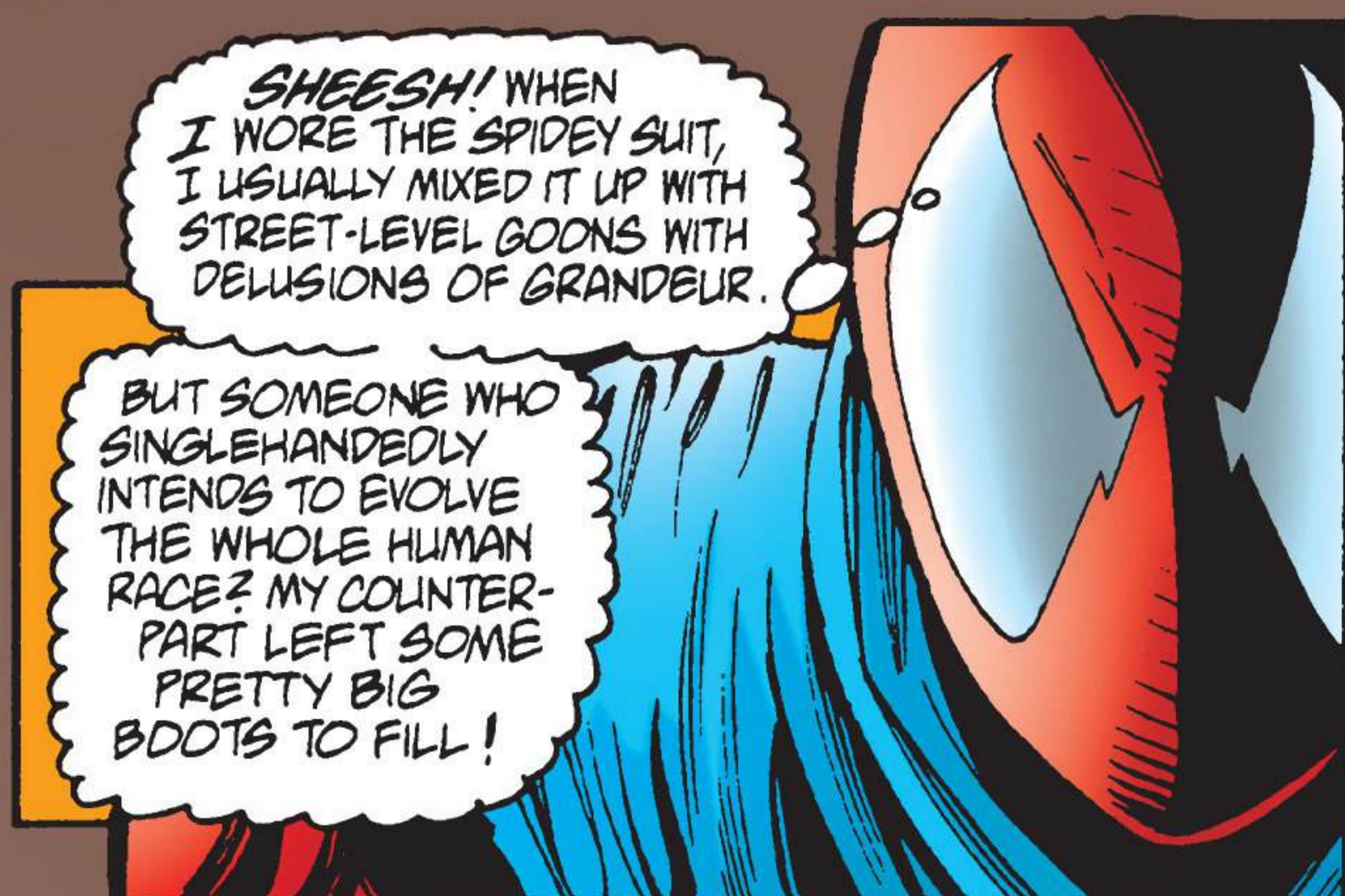


WELCOME TO MY **READY-ROOM**, SPIDER-MAN.

SCARLET SPIDER. HEY, HOW'D YOU DO THAT?!

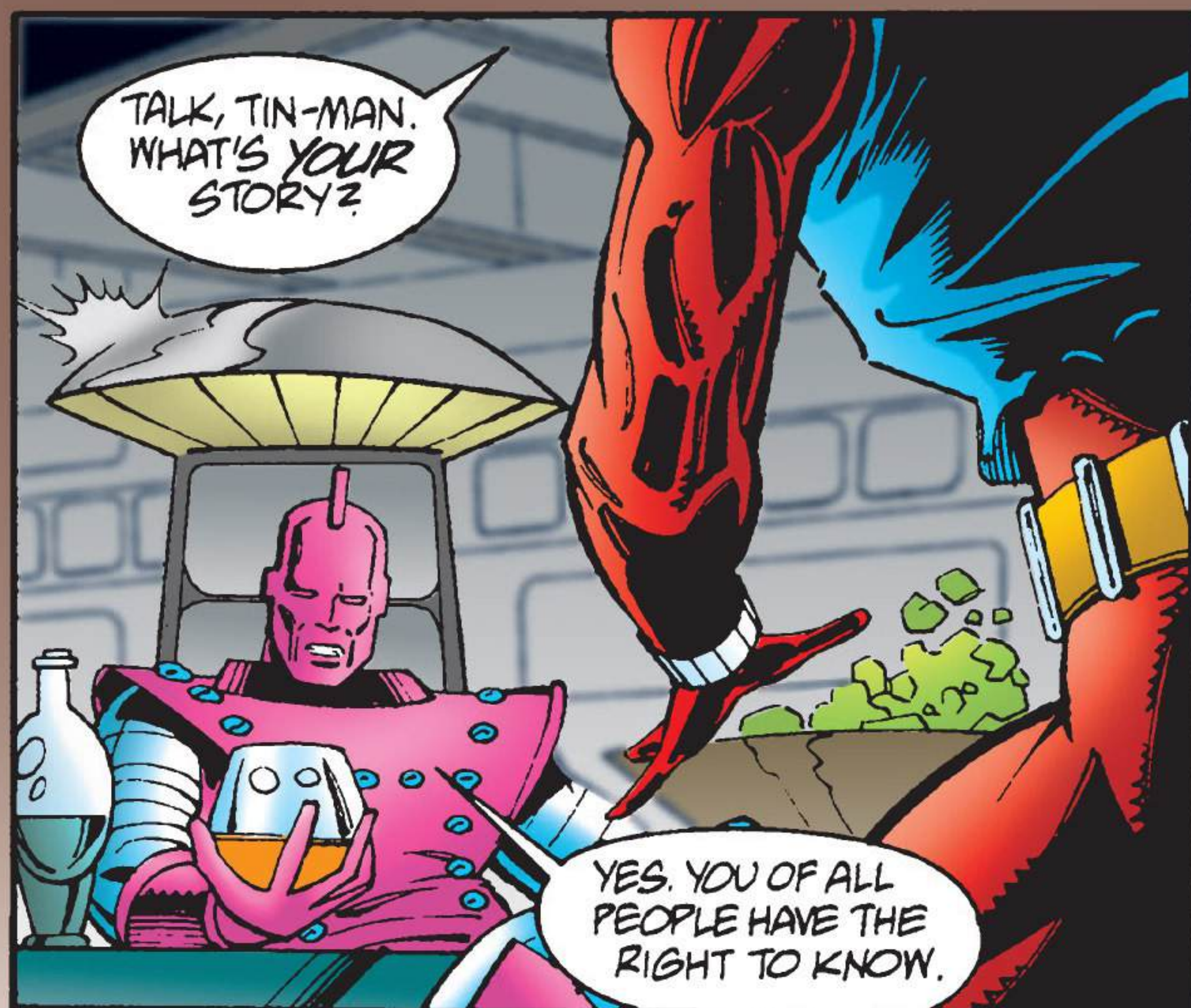
MY LAB IS EQUIPPED WITH A **SPATIAL DISTORTION** DEVICE THAT MAKES **TELEPORTATION** A SIMPLE MATTER.

IT SEEMS WE ARE **BOTH** VICTIMS OF THE JACKAL'S TREACHERY, AND ESSENTIALLY ON THE SAME SIDE.



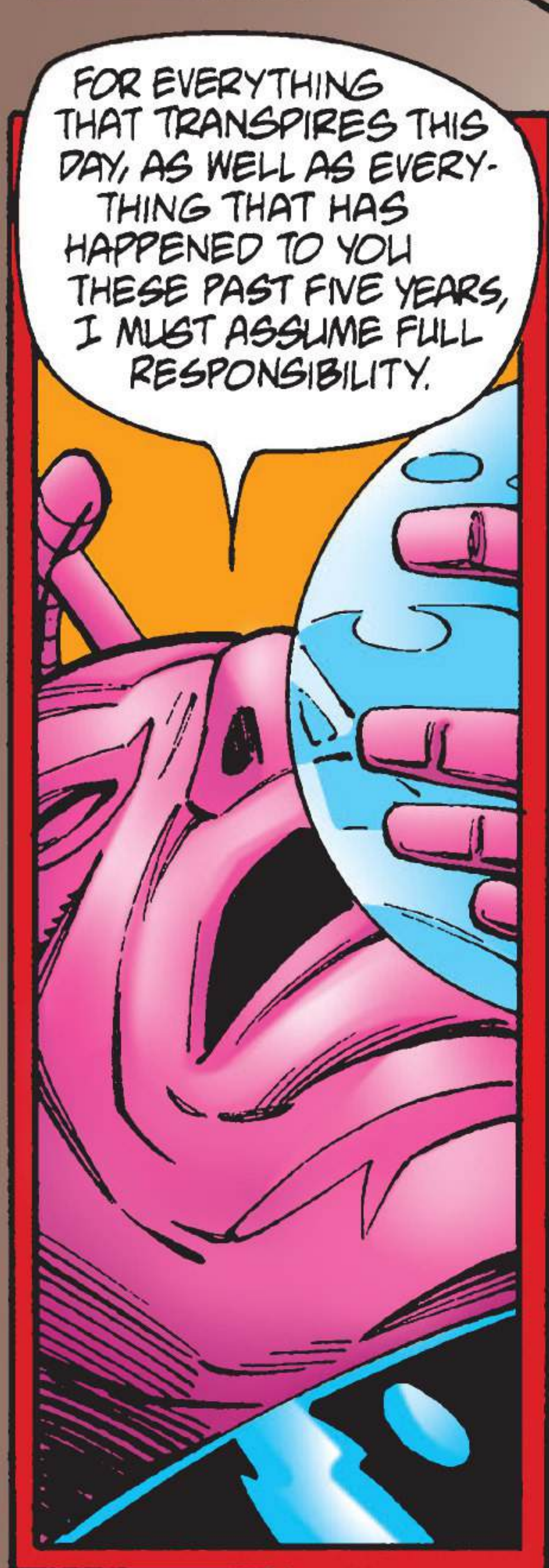
SHEESH! WHEN I WORE THE **SPIDEY SUIT**, I USUALLY MIXED IT UP WITH **STREET-LEVEL GOONS** WITH **DELUSIONS OF GRANDEUR**.

BUT SOMEONE WHO SINGLEHANDEDLY INTENDS TO EVOLVE THE WHOLE HUMAN RACE? MY COUNTER-PART LEFT SOME **PRETTY BIG BOOTS** TO FILL!



TALK, TIN-MAN. WHAT'S YOUR STORY?

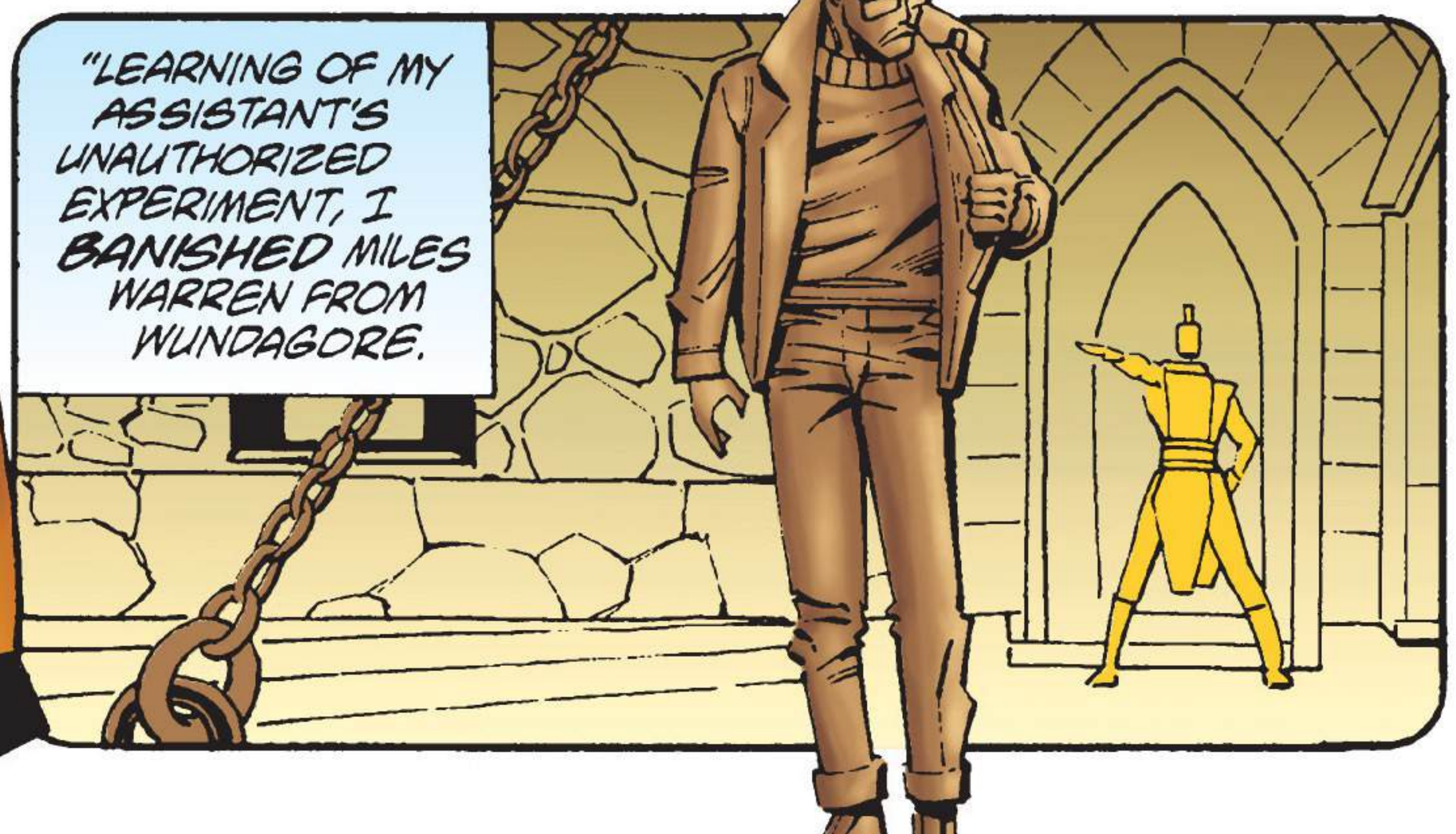
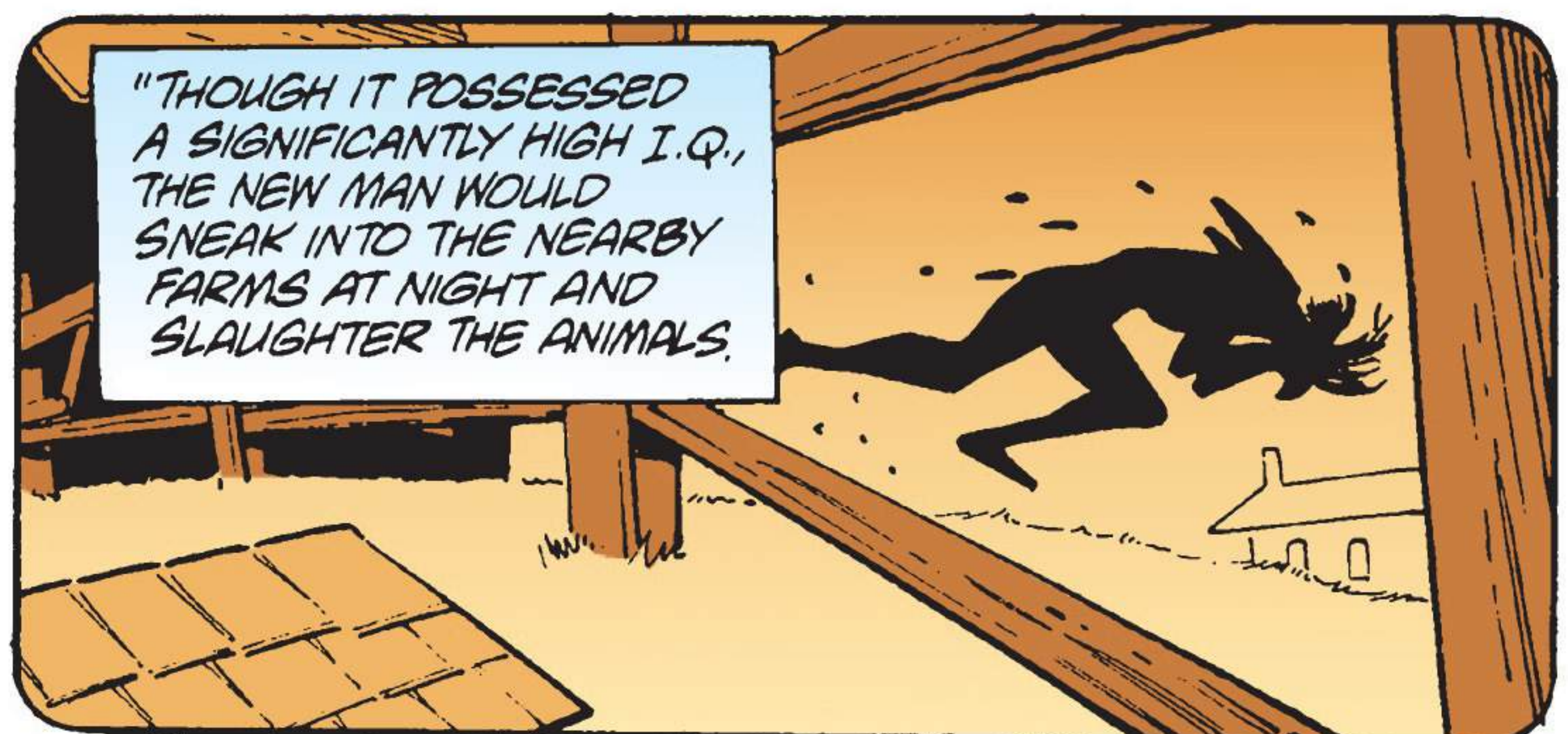
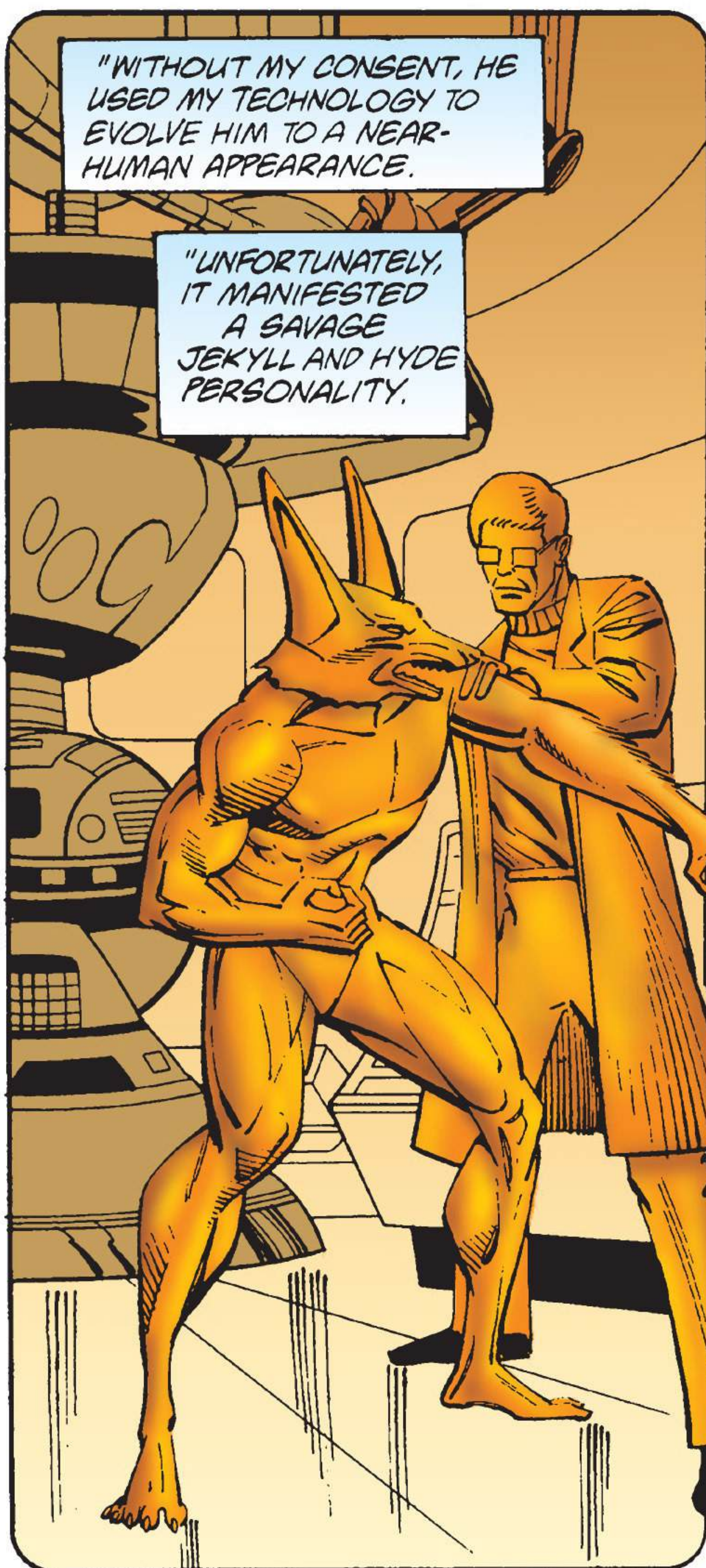
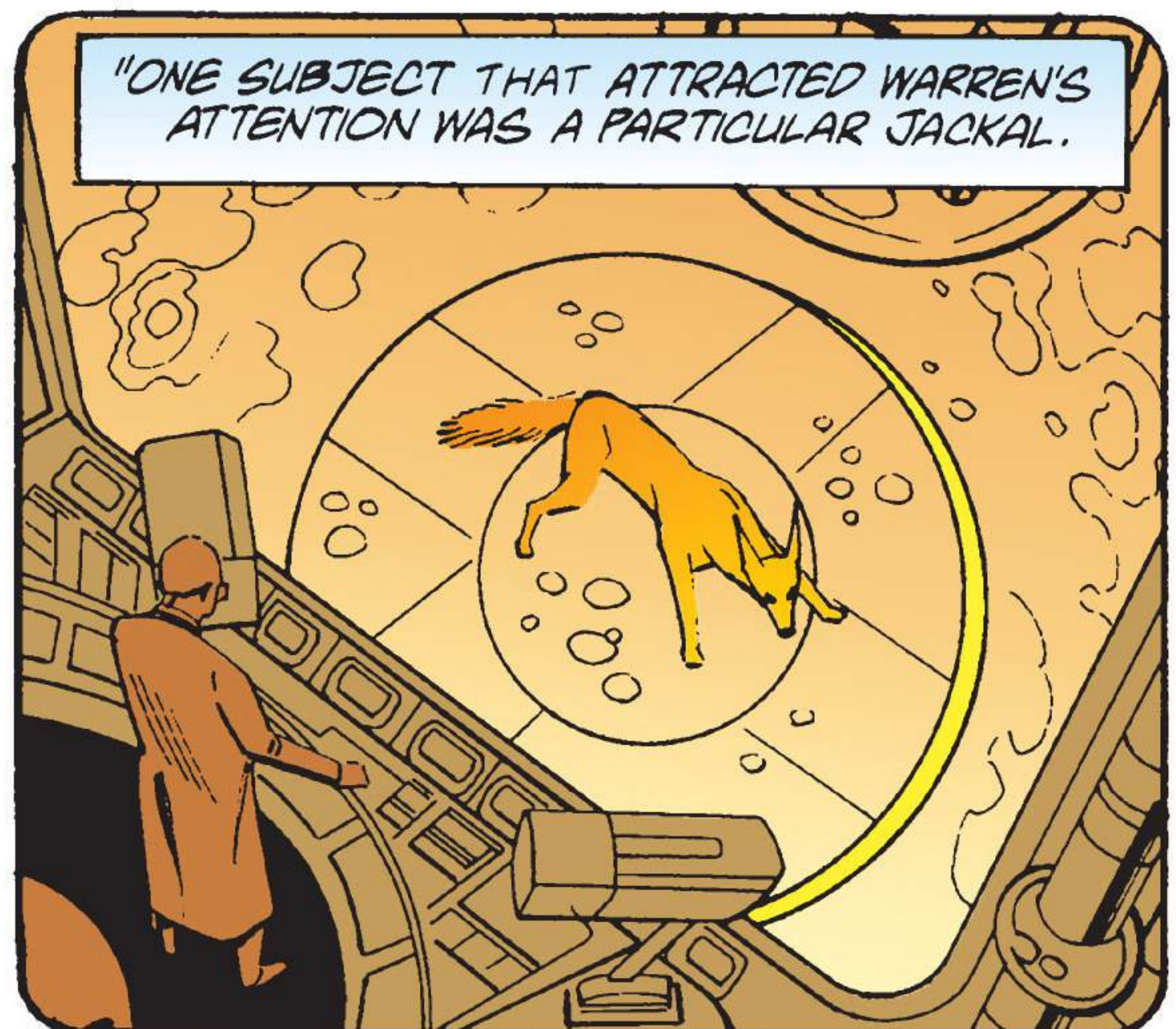
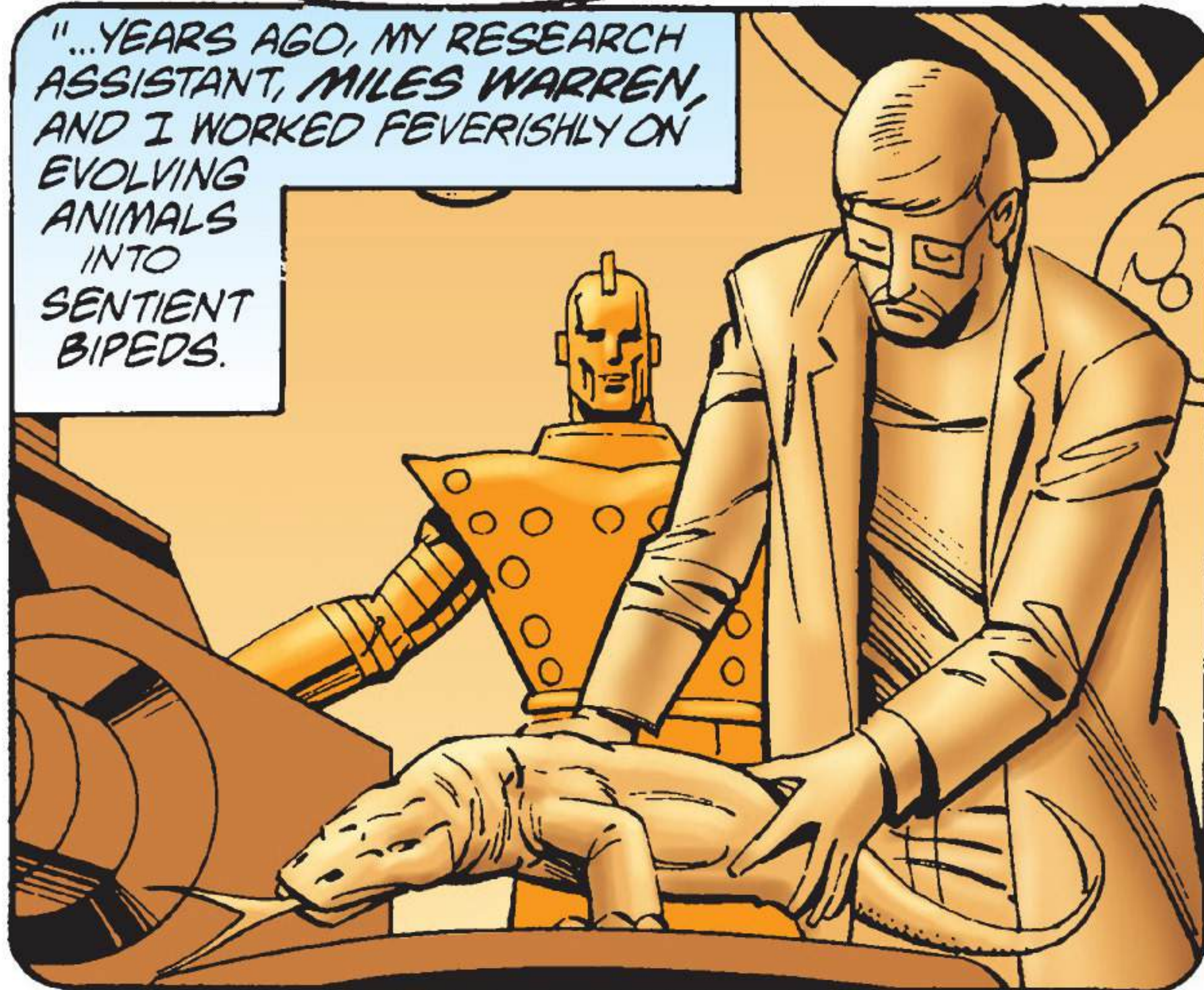
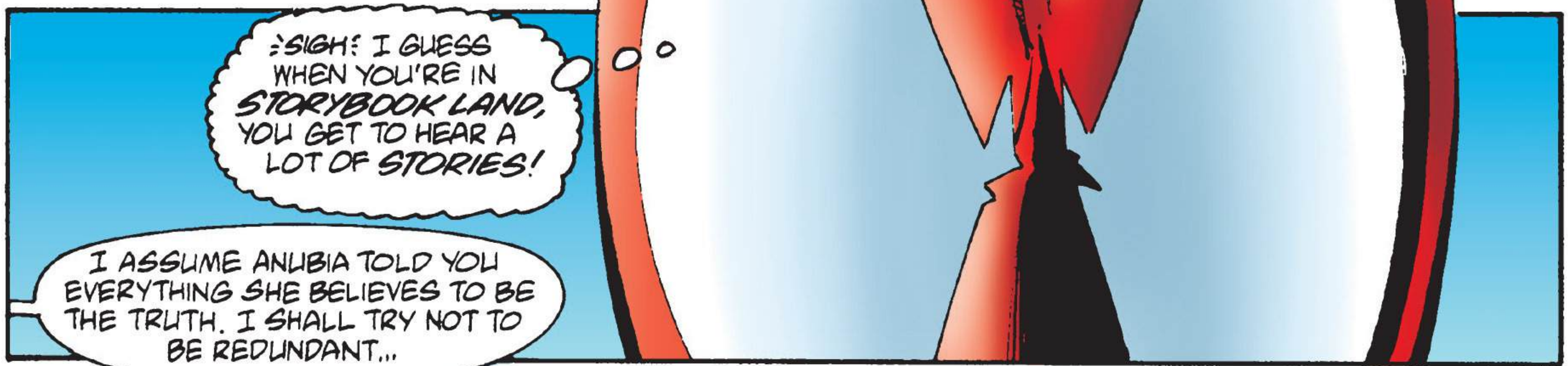
YES. YOU OF ALL PEOPLE HAVE THE RIGHT TO KNOW.



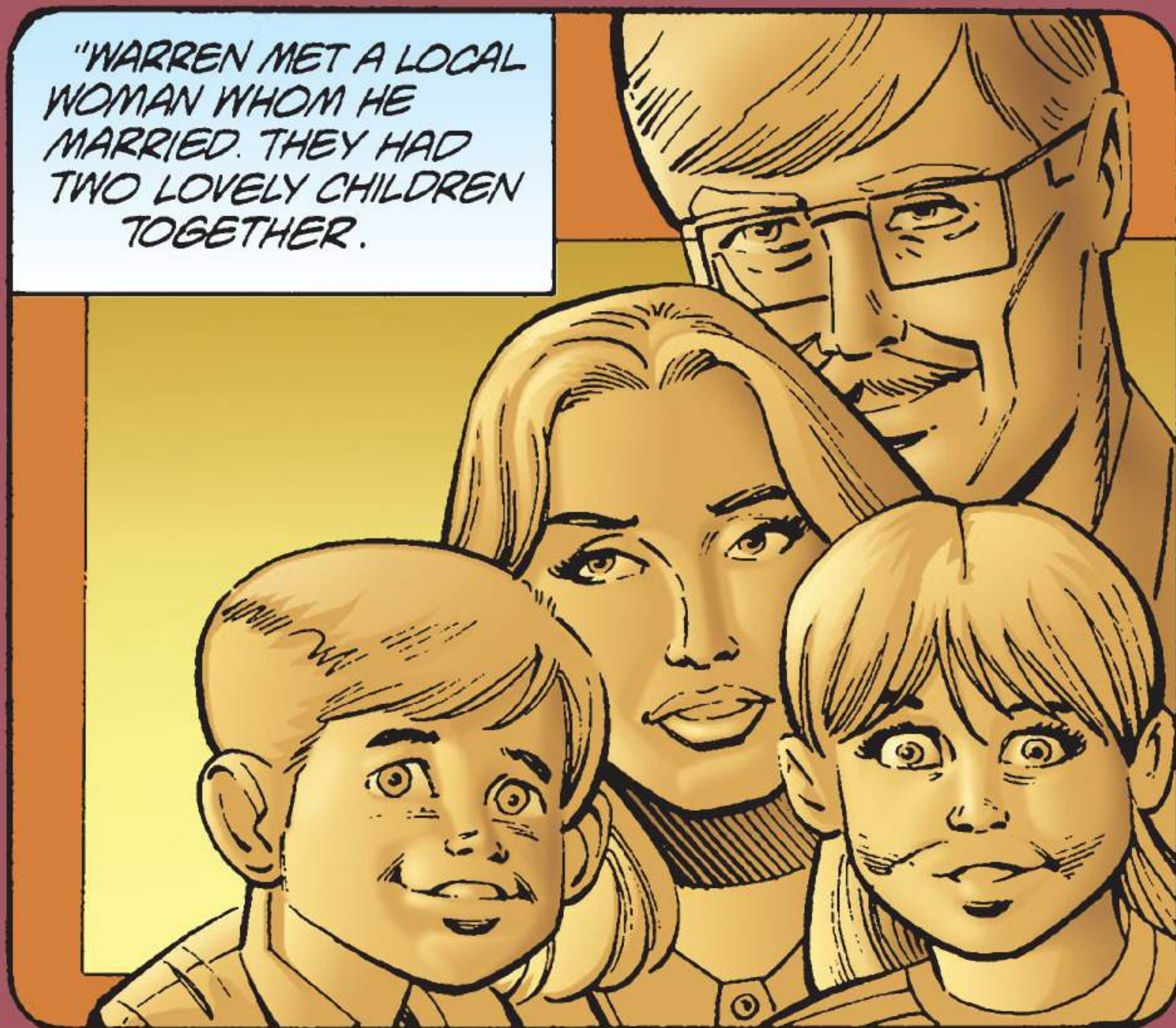
FOR EVERYTHING THAT TRANSPIRES THIS DAY, AS WELL AS EVERYTHING THAT HAS HAPPENED TO YOU THESE PAST FIVE YEARS, I MUST ASSUME **FULL RESPONSIBILITY**.



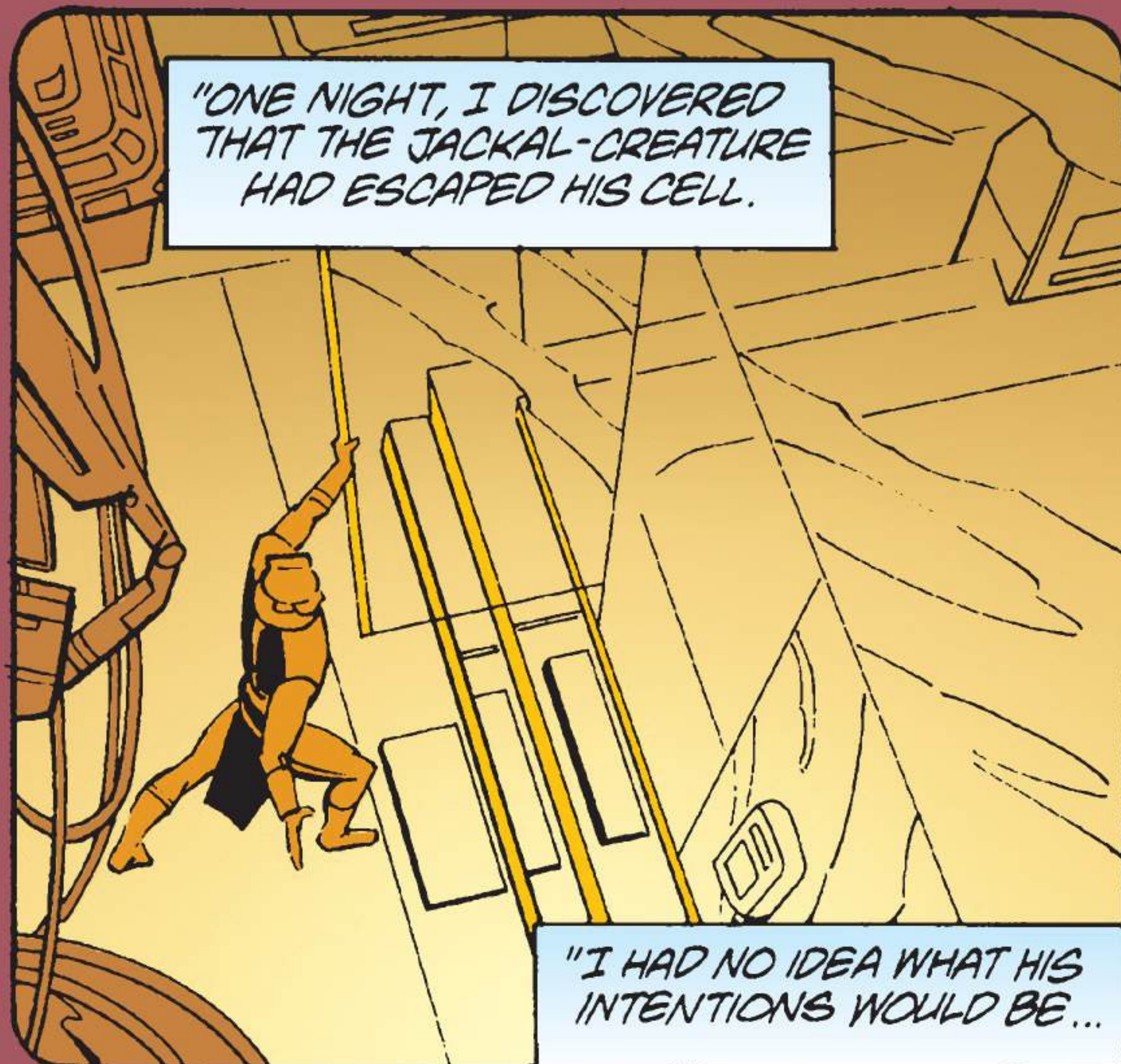
BECAUSE, YOU SEE, I **CREATED THE JACKAL!**



"WARREN MET A LOCAL WOMAN WHOM HE MARRIED. THEY HAD TWO LOVELY CHILDREN TOGETHER."

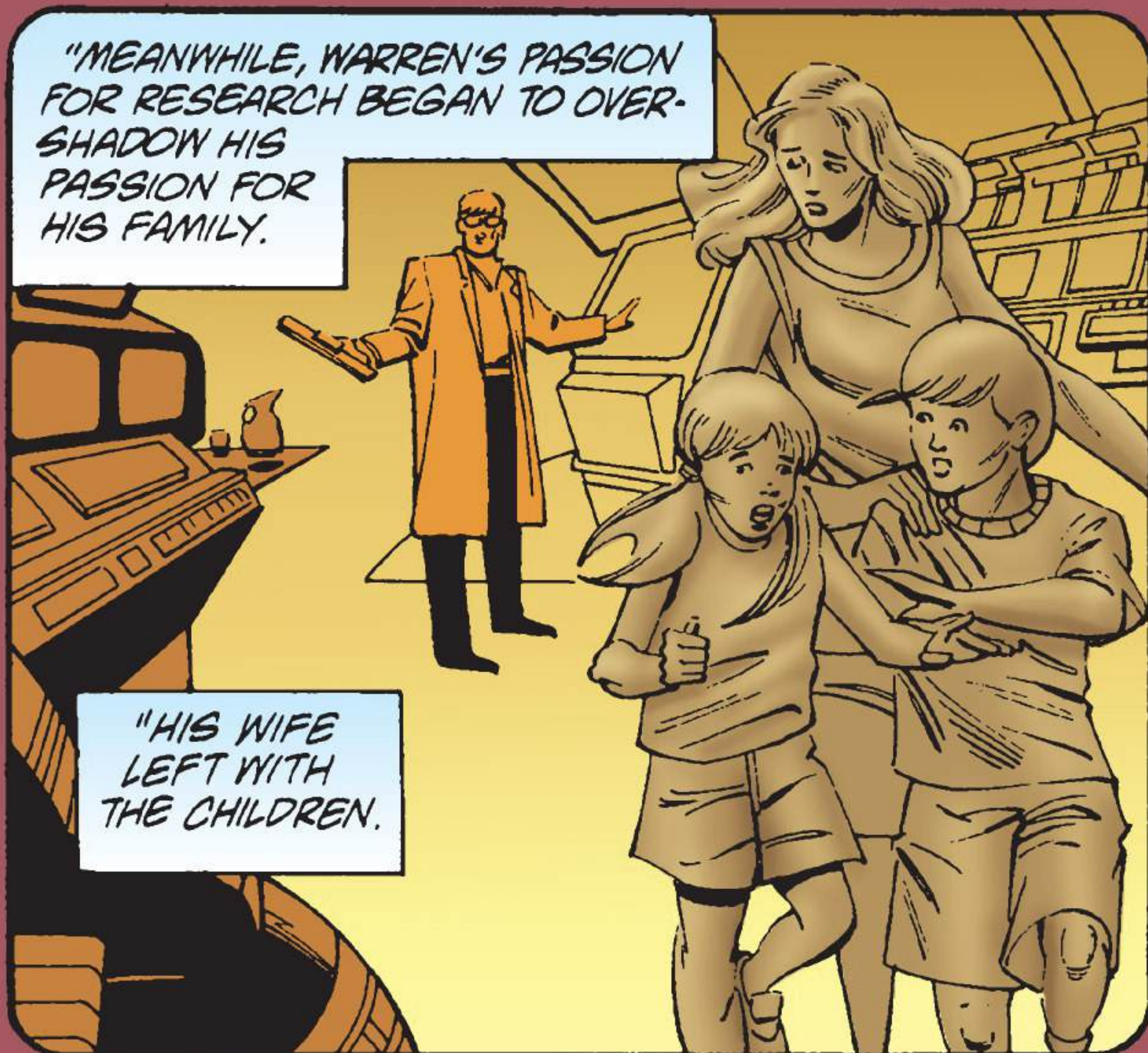


"ONE NIGHT, I DISCOVERED THAT THE JACKAL-CREATURE HAD ESCAPED HIS CELL."



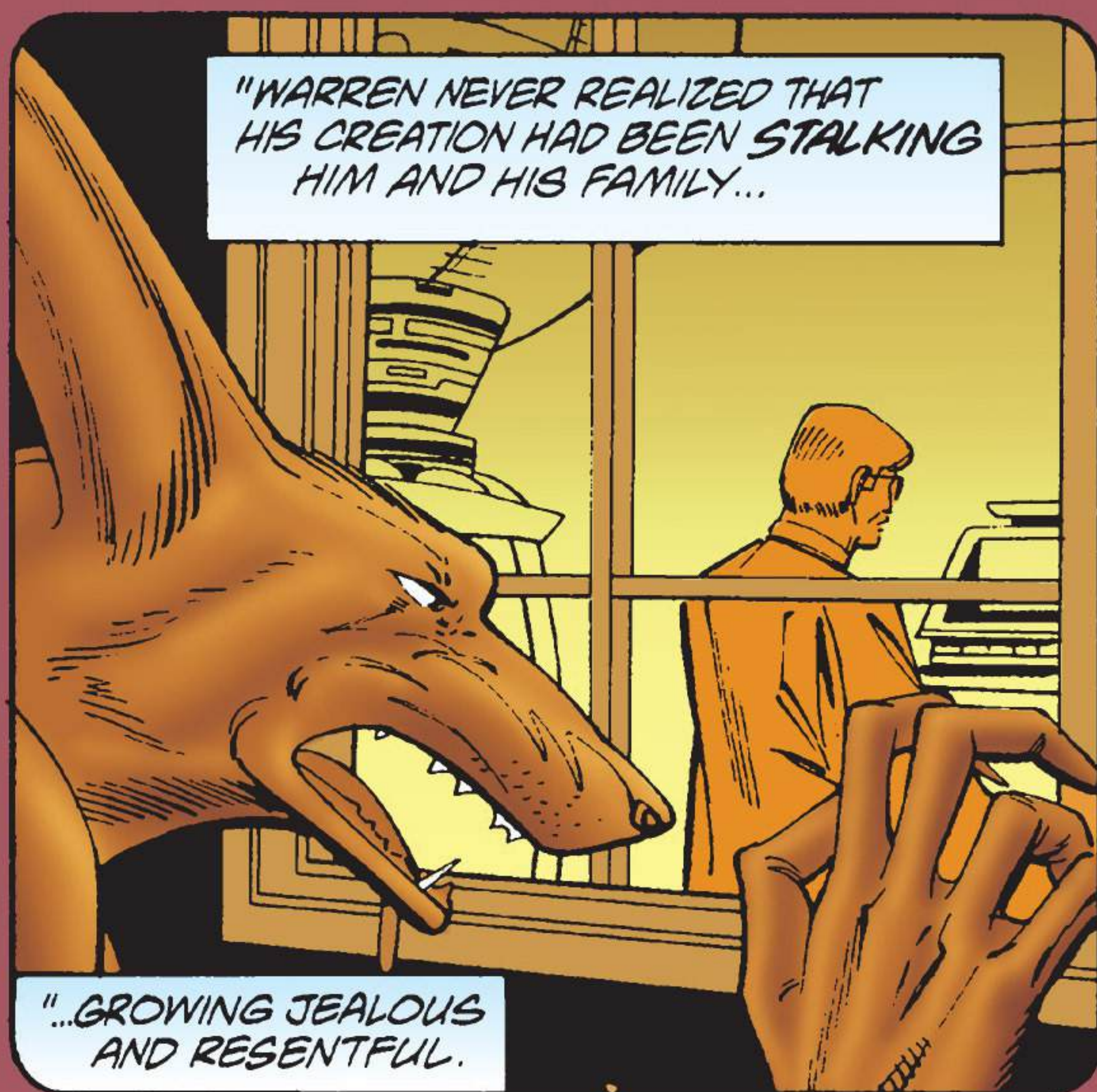
"I HAD NO IDEA WHAT HIS INTENTIONS WOULD BE..."

"MEANWHILE, WARREN'S PASSION FOR RESEARCH BEGAN TO OVERSHADOW HIS PASSION FOR HIS FAMILY."



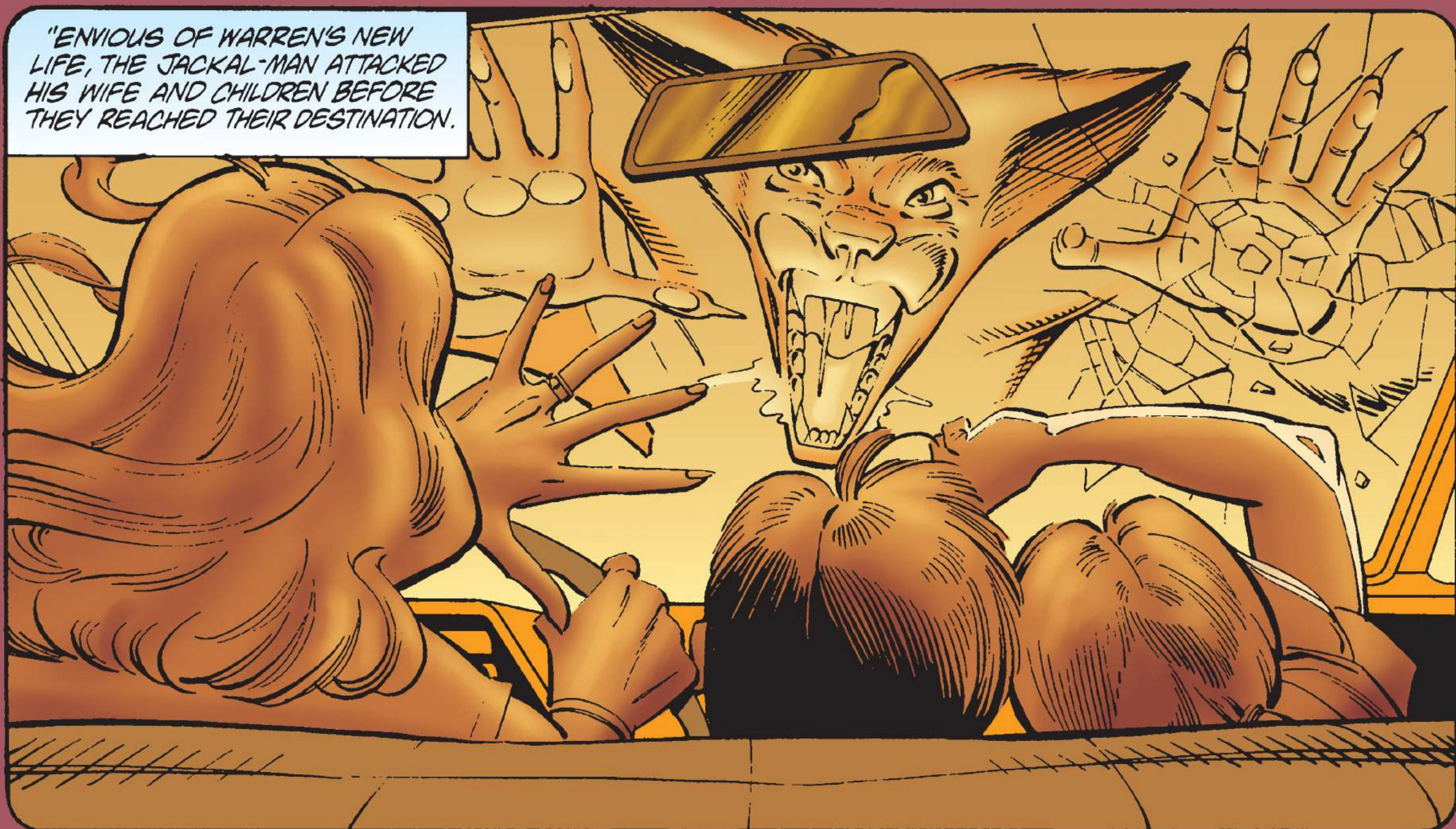
"HIS WIFE LEFT WITH THE CHILDREN."

"WARREN NEVER REALIZED THAT HIS CREATION HAD BEEN STALKING HIM AND HIS FAMILY..."



"...GROWING JEALOUS AND RESENTFUL."

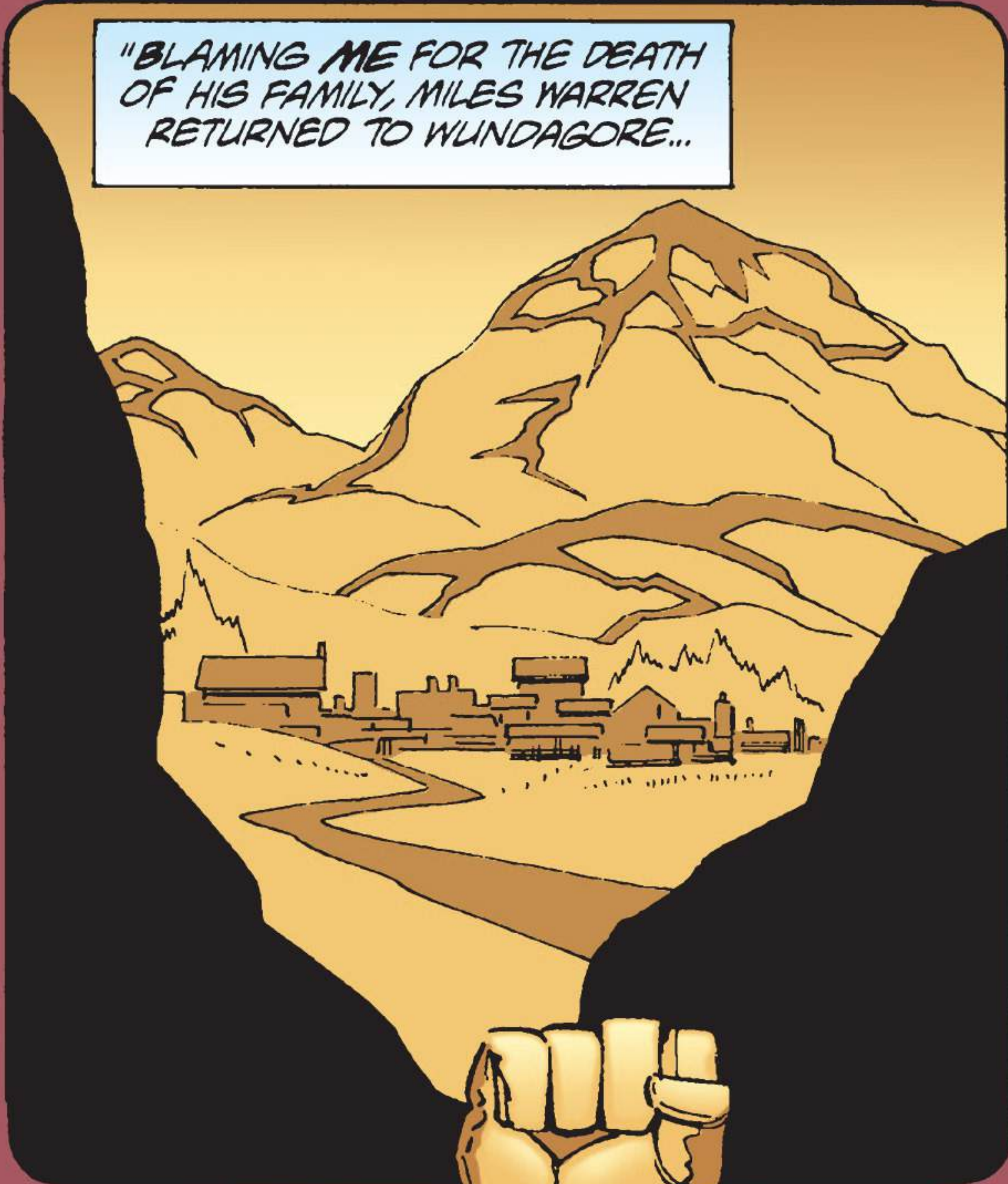
"ENVIOUS OF WARREN'S NEW LIFE, THE JACKAL-MAN ATTACKED HIS WIFE AND CHILDREN BEFORE THEY REACHED THEIR DESTINATION."





"THE AUTHORITIES NOTIFIED WARREN ABOUT THE ACCIDENT, CLAIMING IT HAD BEEN CAUSED BY SOME SORT OF WILD ANIMAL."

"BUT WARREN REALIZED THE TRUTH--HIS PAST HAD COME BACK TO HAUNT HIM."



"BLAMING ME FOR THE DEATH OF HIS FAMILY, MILES WARREN RETURNED TO WUNDAGORE..."



"...AND CHALLENGED MY AUTHORITY OVER THE NEW MEN."



"PROMISING TO MAKE THEM HUMAN, WARREN LED A FACTION OF MY NEW MEN OUT OF WUNDAGORE."

YEAH,
YEAH--I
KNOW THE
REST.

EXCEPT
WHAT
BECAME OF
THE JACKAL-
MAN?

NO ONE
KNOWS...

...THOUGH
THERE WAS AN
UNCONFIRMED
ENCOUNTER IN
CANADA...

NEVERTHELESS,
IT WAS THE *GUILT*
CAUSED BY THAT
CREATURE--AND THE
DEATH OF WARREN'S
ASSISTANT, *ANTHONY
SERBA*--WHICH
PUSHED MILES
OVER THE EDGE...

...FORCING HIM
TO CREATE THE
JACKAL PERSONA
UPON WHOM
HE PROJECTED HIS
HEINOUS ACTS.

I CAN'T BE SURE
KETTLE-HEAD'S PLAYING
ONE HUNDRED PERCENT
STRAIGHT WITH ME...

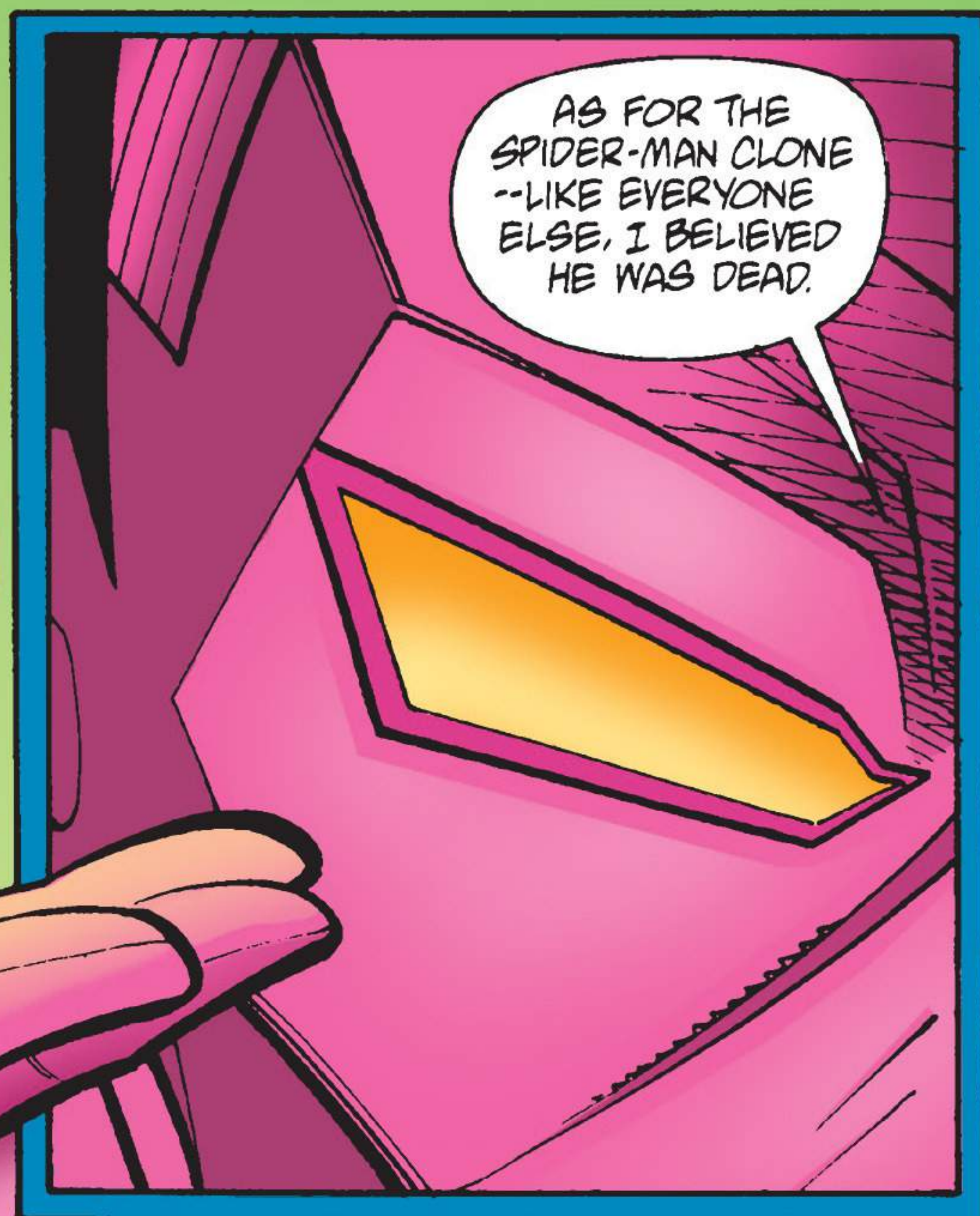
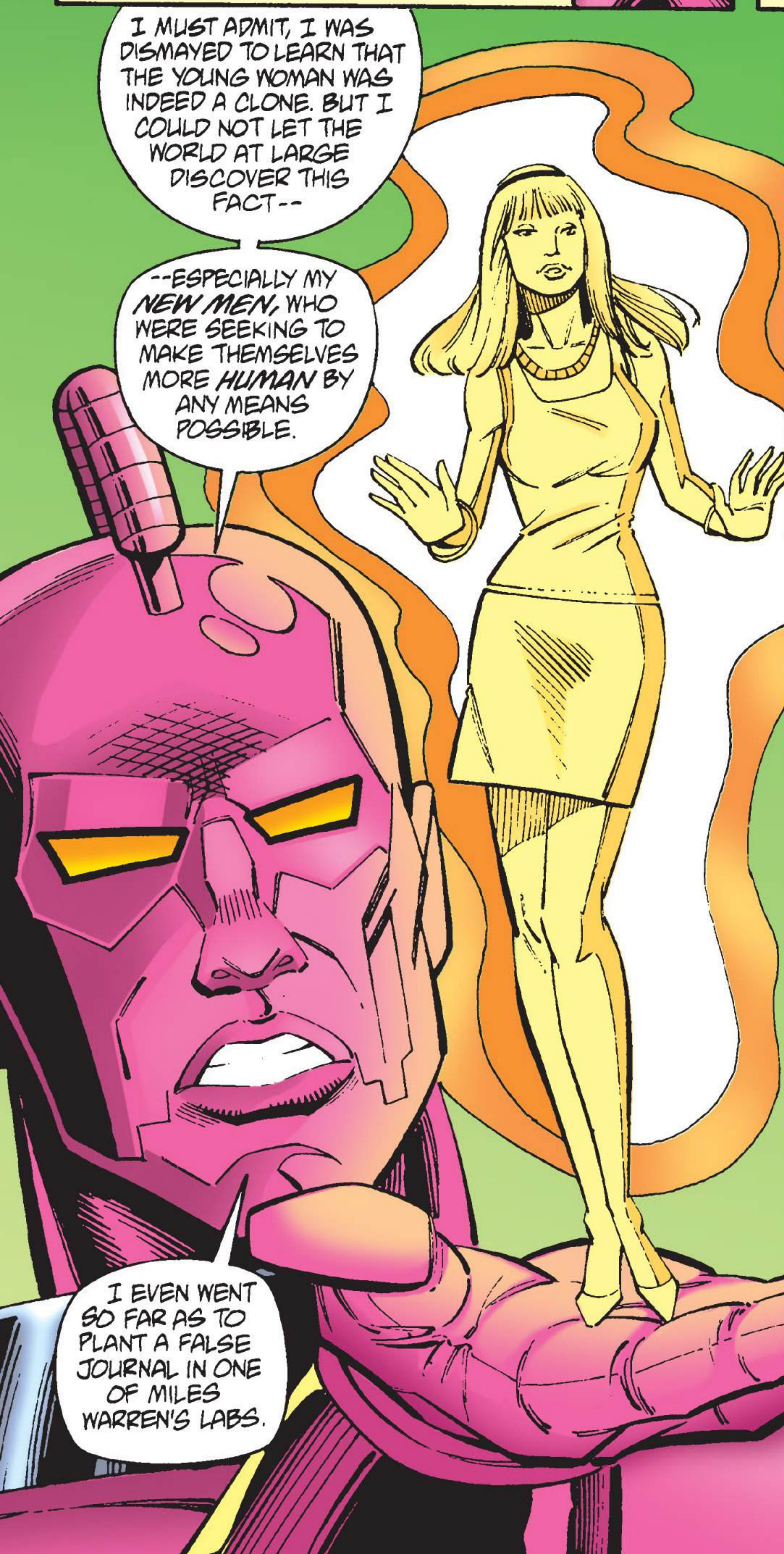
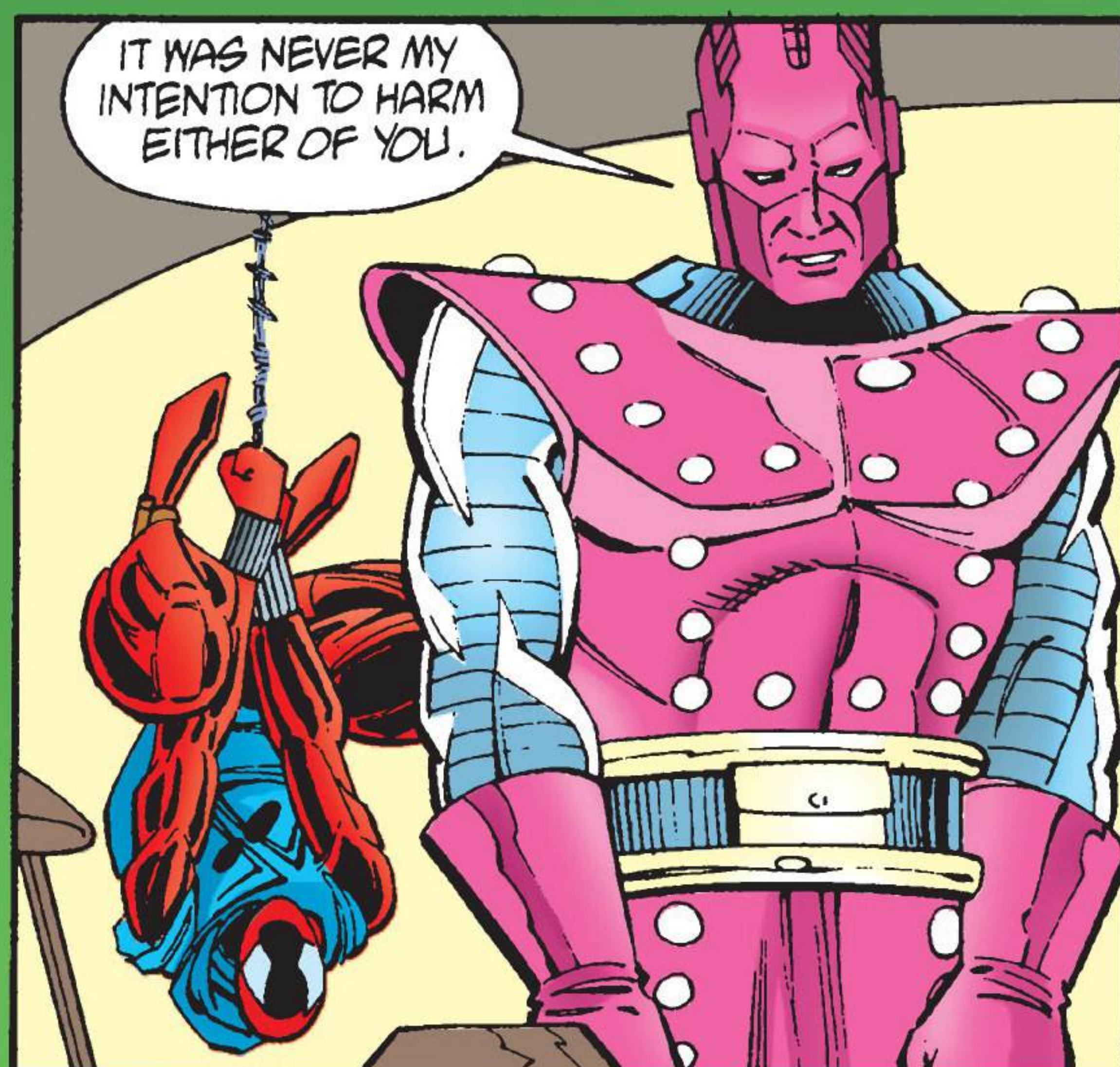
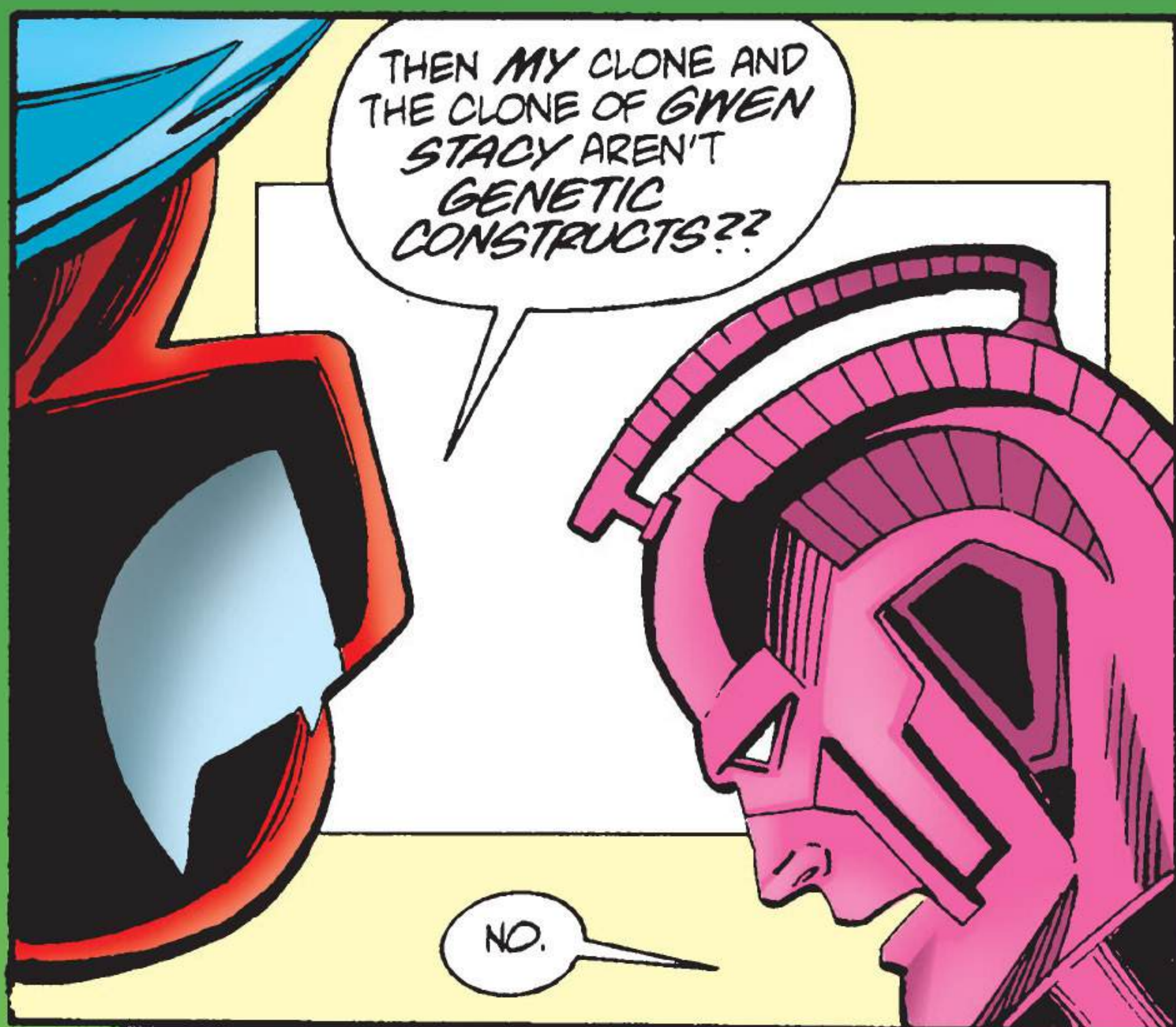
I MEAN, *NONE* OF
THIS EXPLAINS HOW A
MIDDLE-AGED COLLEGE
PROFESSOR COULD GO
ONE-ON-ONE WITH THE
LIKES OF ME AND THE
PUNISHER!

COULD IT BE THAT
PROFESSOR WARREN
AND THAT JACKAL-
MAN WERE--

NAH!

MY FORMER
ASSOCIATE'S PLOT
POSED A THREAT TO
MY *OWN* PLANS FOR
HUMANKIND.

CLONING
STAGNATES THE
EVOLUTIONARY
PROCESS, WHEREAS
I SEEK TO
ACCELERATE IT!





NOW I REALIZE THE HARM MY CHARADE HAS CAUSED, WHICH IS WHY I CHOSE TO SET THE RECORD STRAIGHT WITH YOU.



YOU SHOULD SET THE RECORD STRAIGHT WITH THE *NEW MEN*!

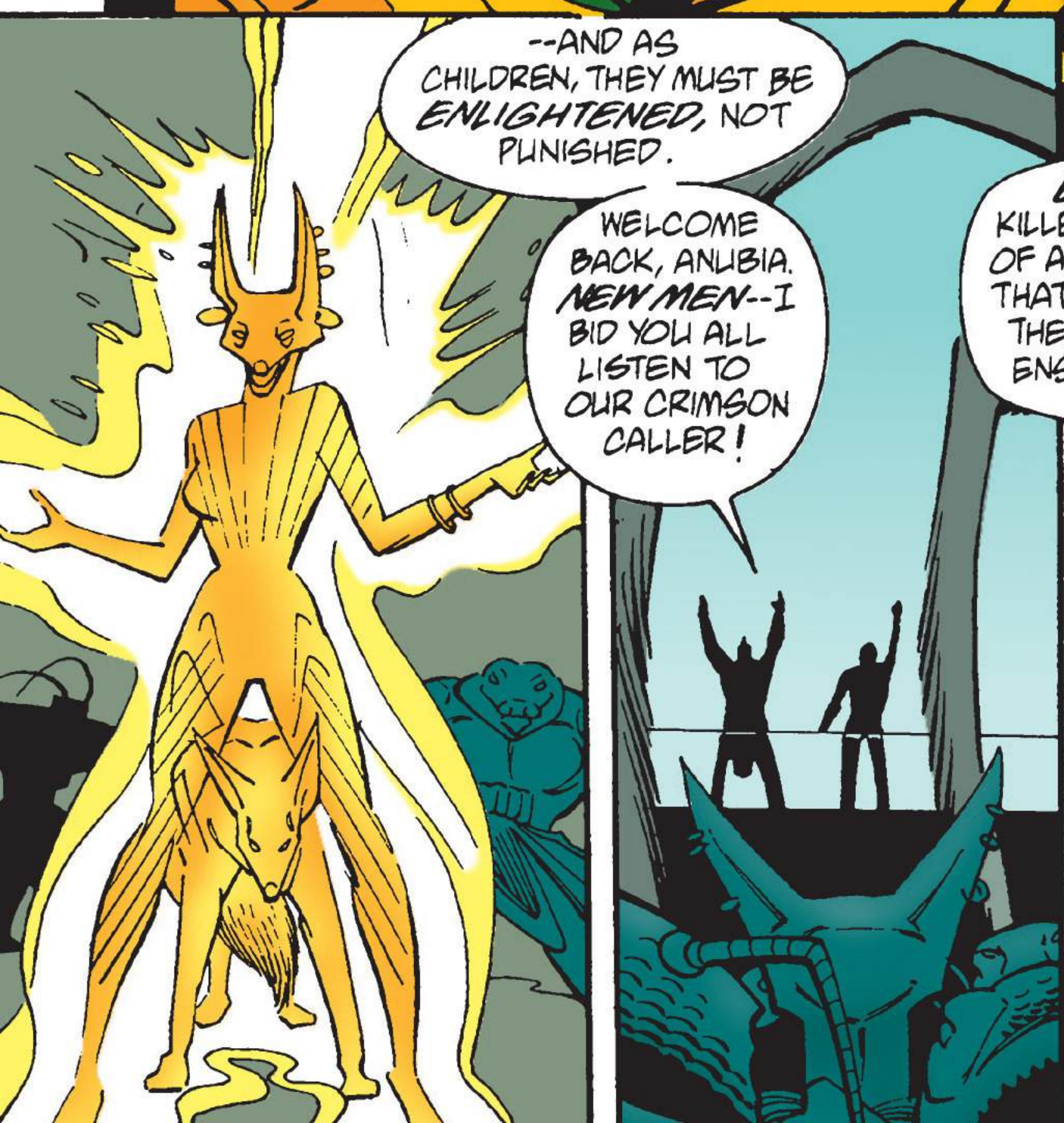
INDEED.



BEHOLD, I TURN MY BACK FOR ONE INSTANT, AND THEY ARE BICKERING LIKE CHILDREN AGAIN.

BUT ISN'T THAT WHAT THEY ARE--YOUR CHILDREN?

YOU ARE OBSERVANT, SCARLET SPIDER--



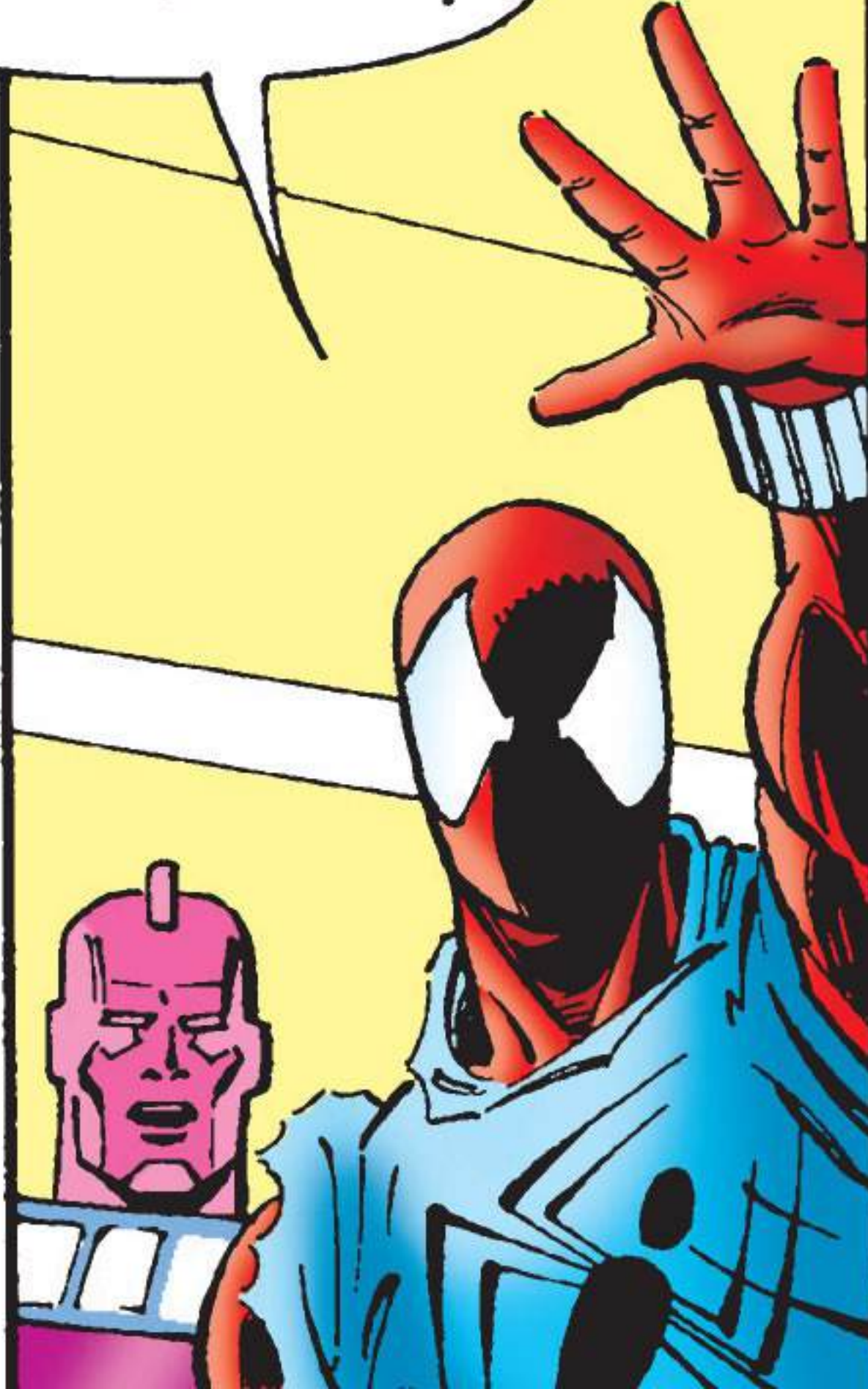
--AND AS CHILDREN, THEY MUST BE *ENLIGHTENED*, NOT PUNISHED.

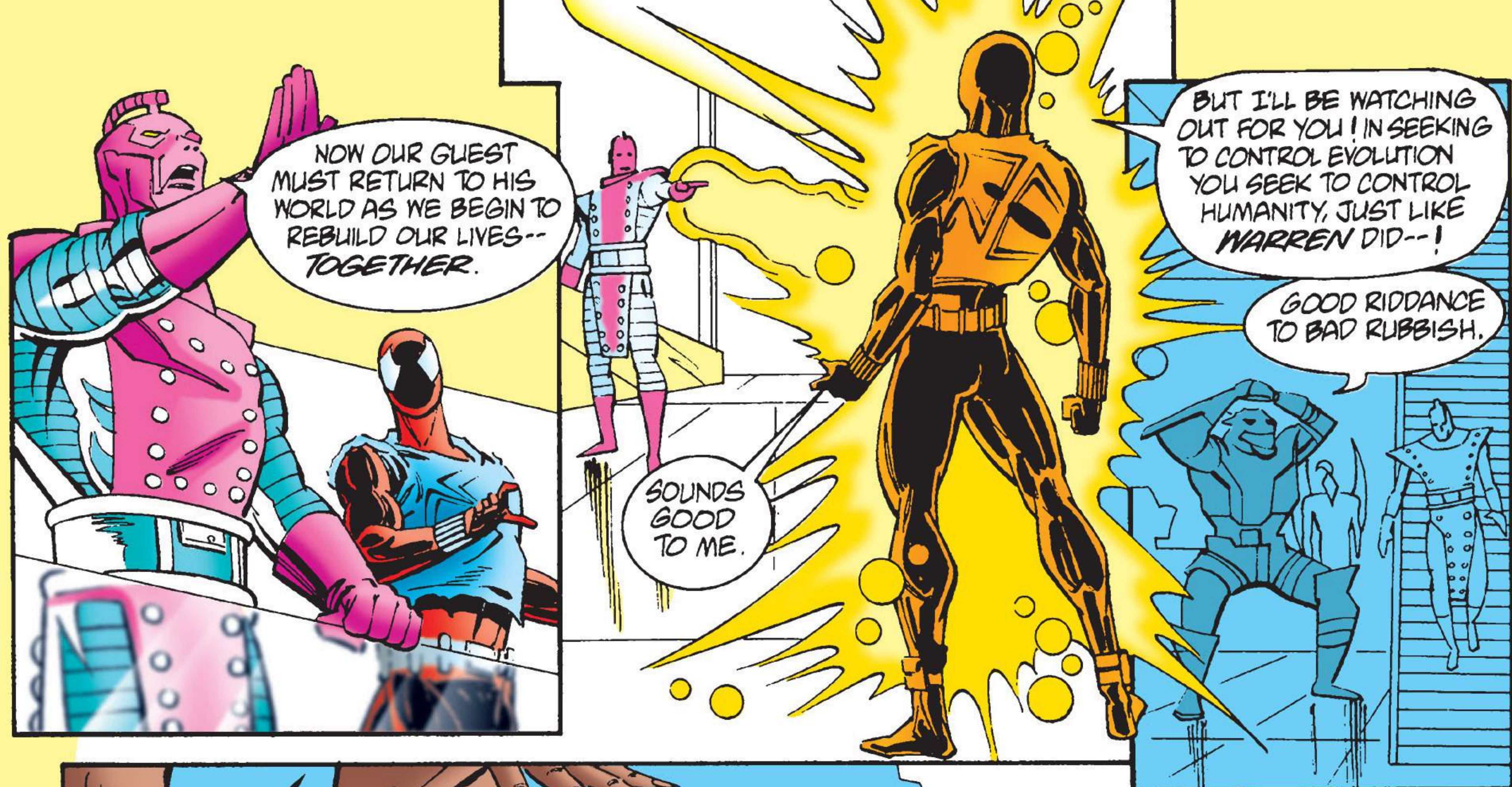
WELCOME BACK, ANUBIA. *NEW MEN*--I BID YOU ALL LISTEN TO OUR CRIMSON CALLER!

I'VE LEARNED THAT THE JACKAL DID INDEED PERFECT THE ART OF CLONING.

BUT--HE ALSO KILLED THE POPULATION OF AN ENTIRE TOWN SO THAT HE COULD REPLACE THEM WITH MENTALLY ENSLAVED CLONES!

IT IS *NOT* YOUR GENETIC DESTINY TO BECOME *HUMAN*! YOU MUST TAKE PRIDE AS A RACE EVERY BIT THE *EQUAL* OF HUMANKIND!





AT THAT MOMENT,
HALF A WORLD AWAY...

BE IT
EVER SO
HUMBLE...

RAVEN!

Uhhh,
WHA--?

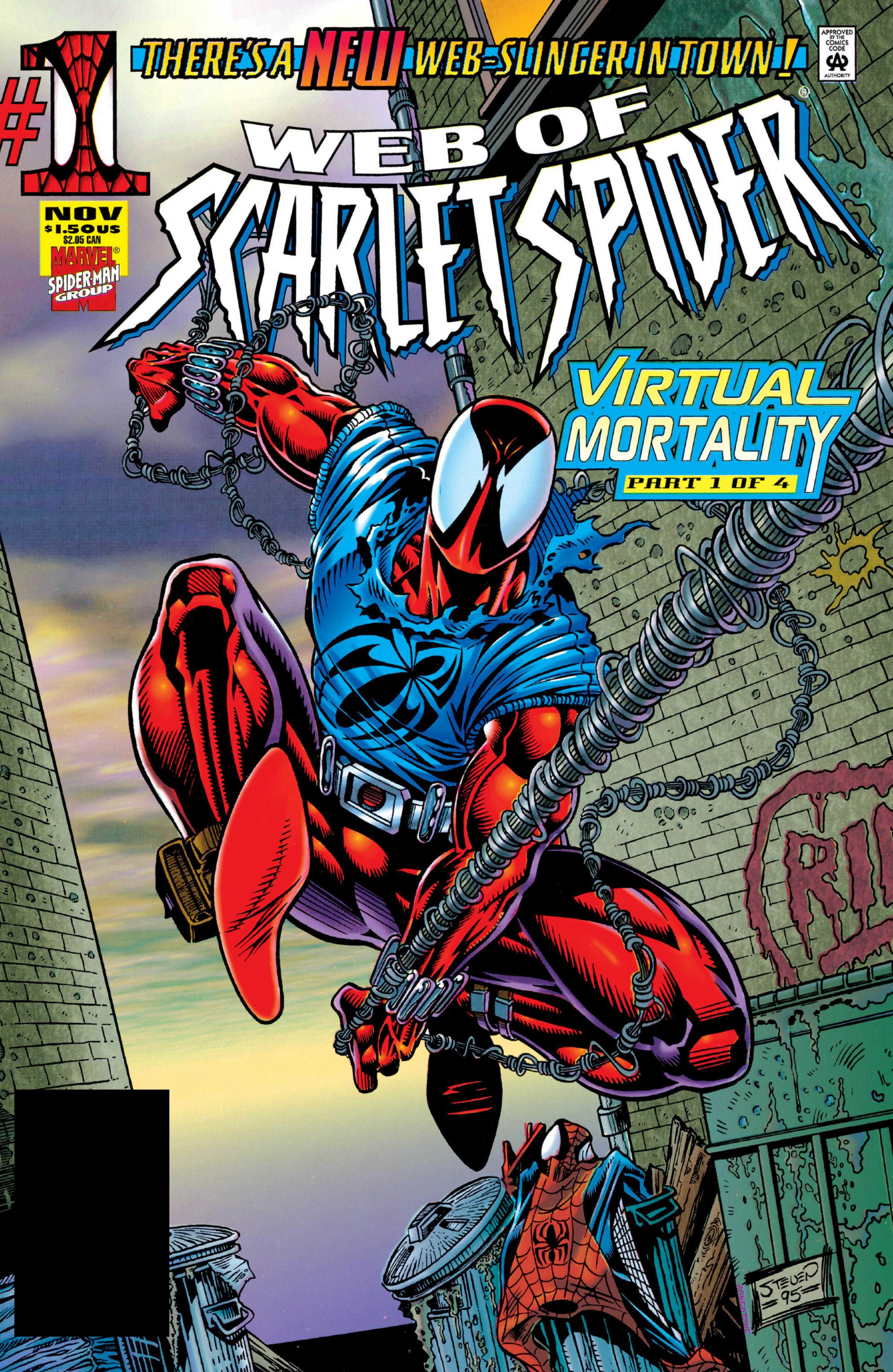
C'MON, JACOB,
WAKE UP! THE
DANGER'S OVER!

No!

LOOK!!

KANE IS
MISSING!

THE END? I NOT BY A LONG
SHOT! LOOK FOR MORE ABOUT
KANE IN THE NEAR FUTURE,
AND JOIN US NEXT ISSUE
WHEN THE NEW SPIDER-MAN
MEETS THE BLACK CAT!



THERE'S A **NEW** WEB-SLINGER IN TOWN!

#1

NOV
\$1.50 US
\$2.05 CAN
MARVEL
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WEB OF SCARLET SPIDER

**VIRTUAL
MORTALITY**
PART 1 OF 4

STEVEN
95



DON'T
YOU GUYS
HAVE ROCKS
YOU SHOULD
BE UNDER?

OH, MAN,
SKIDS--LOOK
WHO'S SWINGING
DOWN AT US--

--IT'S
**SPIDER-
MAN!**

CHAC!

Bak?



Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man**! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Den Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: **THE SCARLET SPIDER!**

VIRTUAL MORTALITY PART ONE

THERE'S A NEW SPIDER IN TOWN

BROUGHT TO YOU BY

TOM DEFALCO
PLOT
TODD DELAGO
SCRIPT
PARKS KAROUNOS
PENCILS
RANDY EMBERLIN
INKS
STEVE DUTRO
LETTERS
KEVIN TINSLEY
COLORS
ERIC FEIN
EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF
MALIBU
COMPUTER COLOR

HEY,
WAIT A
MINUTE--

ALLEY--

--THAT
AIN'T SPIDER-
MAN!

IT'S THAT
RED SPIDER
GUY! HE'S JUST
SOME SPIDER-MAN
WANNABE!

--POP!

SKRASH

...BUT
WHEN I GET
DONE WITH YOU,
YOU'RE GONNA
WISH IT WAS
SPIDER-MAN THAT
CAUGHT YOU!

YOU'RE
RIGHT, I'M
NOT SPIDER-
MAN...

WAA



BIG TALK. C'MON YOU WASTE! YOU DON'T SCARE--

--HUH?

OH, MAN! YOU KILLED HIM, MAN! YOU KILLED SKUDS!

YOU JUS' SHOT 'IM, 'AN--

AIEE!



WELL, THE IMPACT WEBBING HAS THE ONE GUY TIED UP--

--WHILE THAT STINGER WILL HAVE "SKUDS" SLEEPING LIKE A BABY 'TIL THE COPS GET HERE.

AND THEY THOUGHT THEY WERE DEALING WITH SOME AMATEUR...

SORRY, PAL, BUT THAT'S ONE STORY THAT'S SO CONVOLUTED... I'M NOT EVEN SURE THAT I BELIEVE IT!



WAIT!
WAIT!
WHO ARE YOU?
WHAT'S YOUR NAME?

WHAT DO I TELL THE POLICE?

THE TABLOIDS?

MY FRIENDS?

THAT FIVE YEARS AGO, THE JACKAL CLONED YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN--

--THAT, BELIEVING I WAS THAT CLONE, I HIT THE ROAD, CHANGING MY NAME TO BEN REILLY--

--THAT PETER PARKER CONTINUED TO BE SPIDER-MAN-- MARRYING MARY JANE-- HAVING A LIFE--

--THAT WHEN I RETURNED, FIVE YEARS LATER, TO BATTLE THE JACKAL WITH PETER, WE FOUND THAT WE HAD BEEN WRONG ALL ALONG...

...THAT I WAS THE ORIGINAL

--THAT I AM PETER PARKER!

-- THAT
PETER PARKER
CONTINUED TO BE
SPIDER-MAN--
MARRYING
MARY JANE--
HAVING A
LIFE--

--THAT
WHEN I
RETURNED,
FIVE YEARS
LATER, TO BATTLE
THE JACKAL WITH
PETER, WE FOUND
THAT WE HAD
BEEN **WRONG**
ALL ALONG...

...THAT
I WAS THE
ORIGINAL

--THAT
I AM
PETER
PARKER!

AND NOW
PETER'S HUNG UP
HIS WEBS--GONE
OFF WITH MARY
JANE TO RAISE
THEIR FAMILY--
LEAVING ME
TO BE--

--SPIDER-
SENSE?!

**BZZZZING
LIKE A
BEEHIVE--
HAVE TO
GRAB SOME
COVER!**

BUT, THE QUESTION IS, WAS MY SPIDER-SENSE WARNING ME THAT I WAS ABOUT TO BE SCOPED OUT...?

OR THAT
THAT HELICOPTER
IS UP TO
SOMETHING
SCREWY ?

AND AS THE HELICOPTER IN QUESTION CONTINUES ITS DESCENT INTO THESE CANYONS OF STEEL AND GLASS--

--IT SOON BECOMES APPARENT THAT IT HAS A DECIDEDLY SPECIFIC AGENDA!

DRIVE,
ORLANDO,
DRIVE!

WHADDAYA
THINK I'M
DOIN', YA
MORON?

TUNK

GAH!

THEY'RE
ON US!

pak
pak
pak
pak

NOW
THIS IS JUST
A GUESS ON
MY PART, BUT--

--YOU
GUYS AREN'T
SHOOTING THE
NEW JACKIE
CHAN FILM,
ARE YOU?

HUH?

I DIDN'T THINK
SO... MOSTLY
'CAUSE I DON'T
SEE JACKIE!
NOW I CAN
TAKE THIS GUY
OUT WITH A
LITTLE SPIDERY
KICK, AND--
--WHOA!

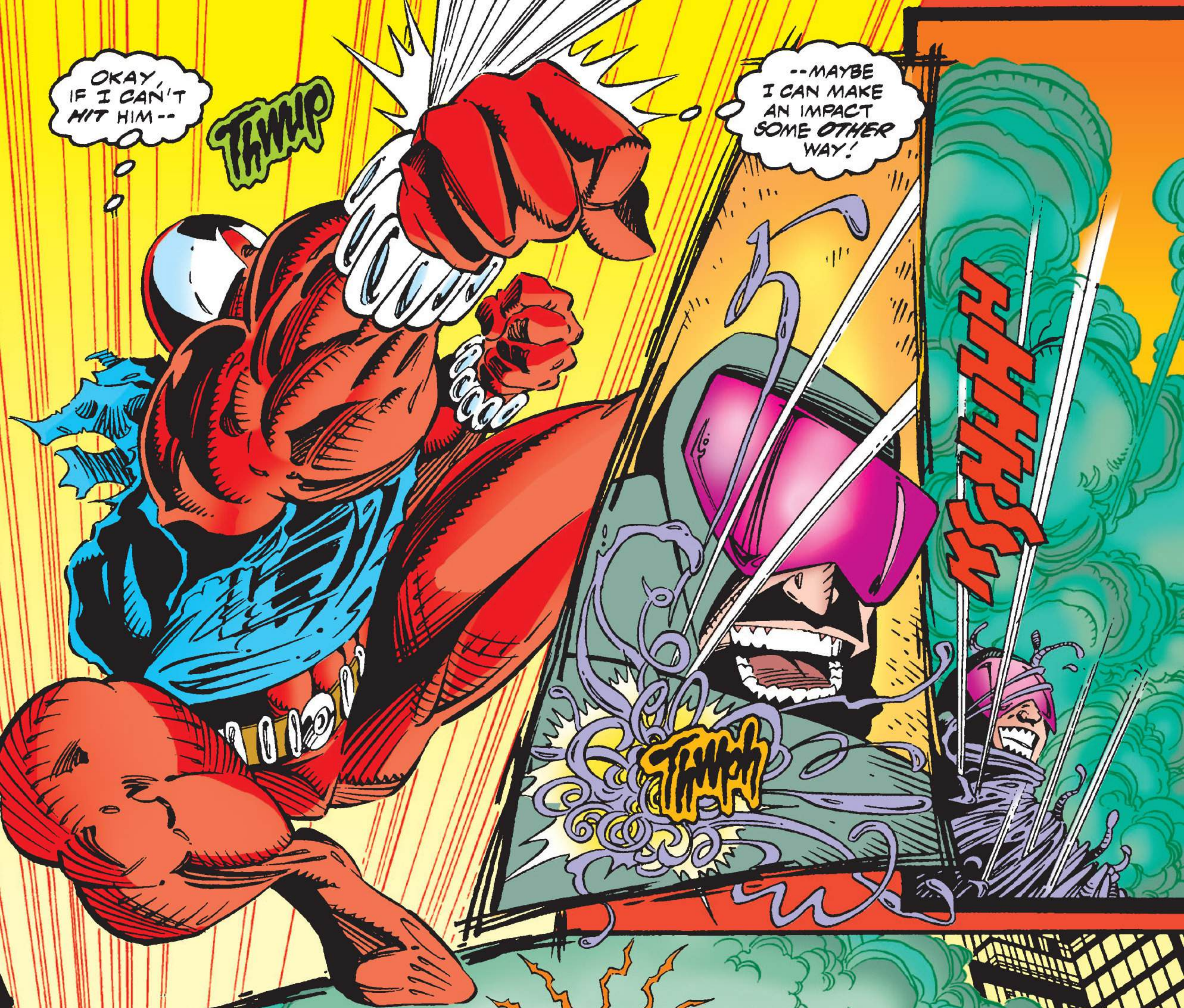
SPIDER-
SENSE WARNING
ME AWAY
FROM THAT--

--TELLING
ME NOT TO
KICK HIM!
BUT WHY?

PULL OVER,
ORLANDO!
WE GOTTA
DITCH THE
VAN!

THE
BOSS DON'T WANT
THIS STUFF
THAT BAD--AN'
HE DON'T WANT
HS GOIN' DOWN
WITH IT!

OKAY,
VIC, OKAY!
COOL OUT!



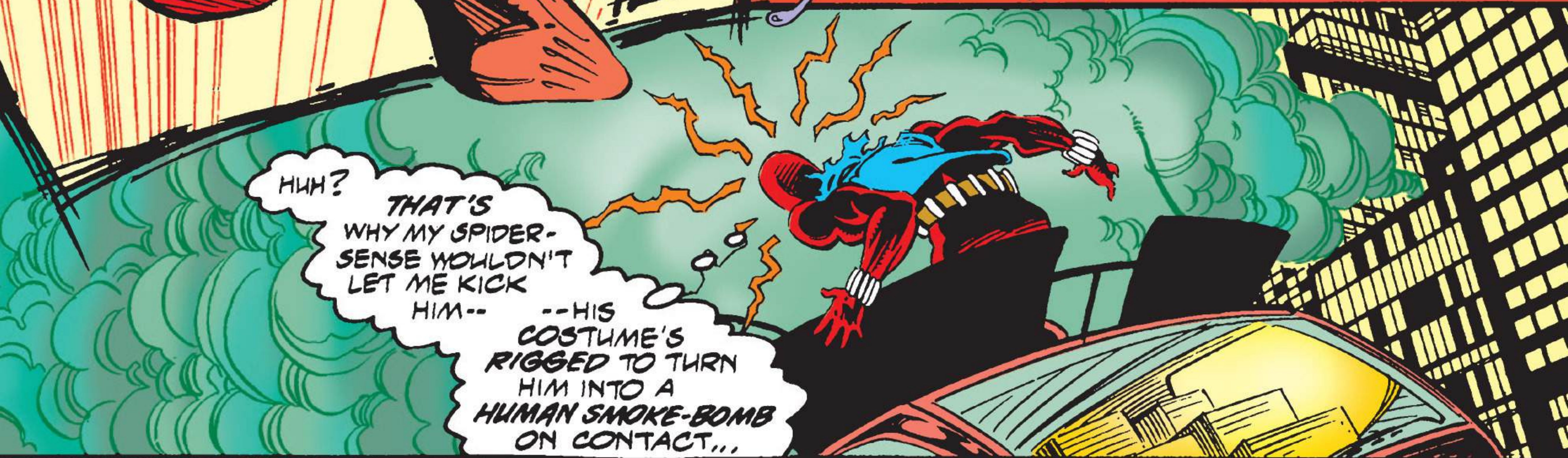
OKAY,
IF I CAN'T
HIT HIM--

THWAP

--MAYBE
I CAN MAKE
AN IMPACT
SOME OTHER
WAY!

HHHHSSSS

THWAP



HUH?
THAT'S
WHY MY SPIDER-
SENSE WOULDN'T
LET ME KICK
HIM--

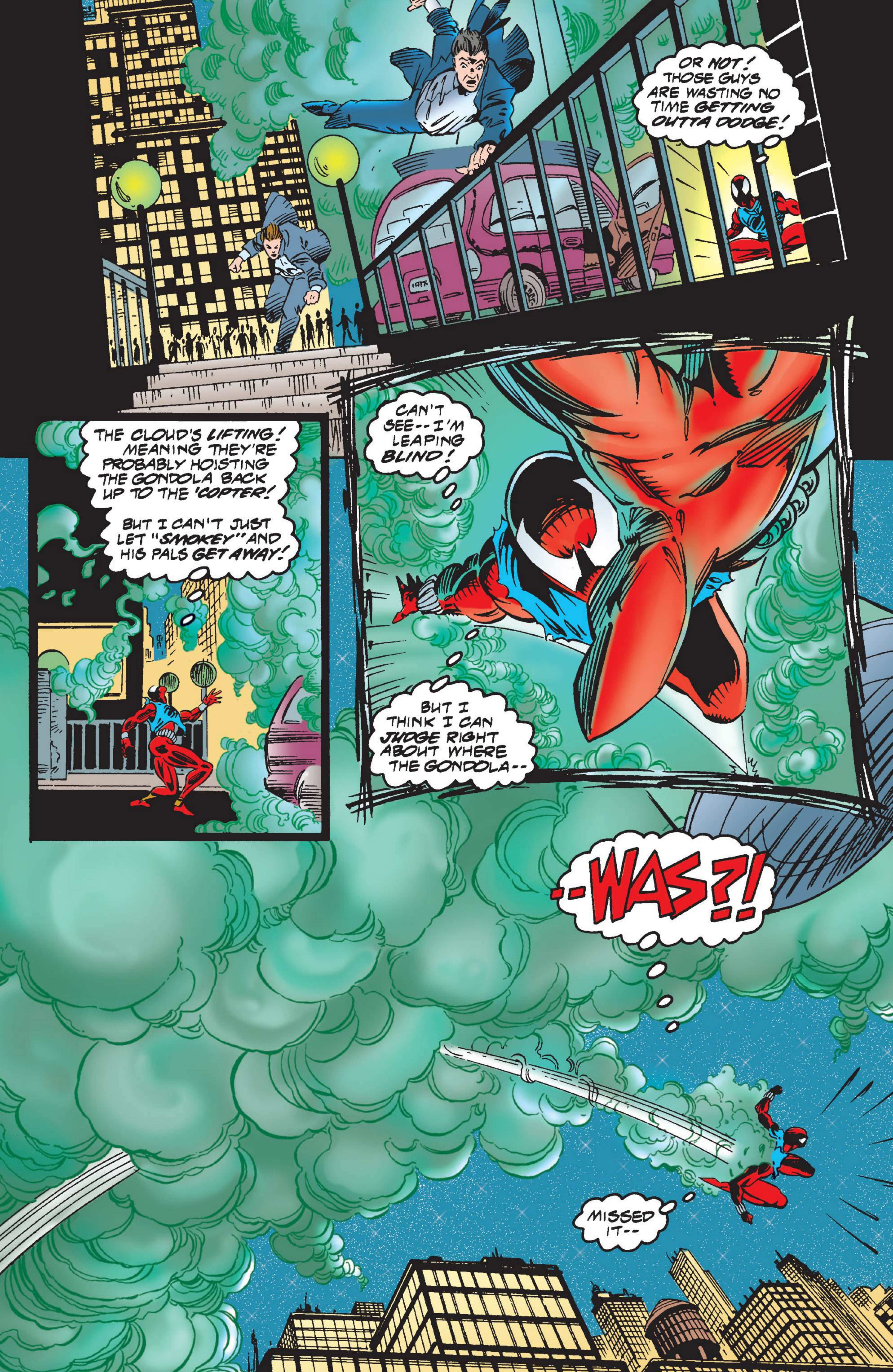
--HIS
COSTUME'S
RIGGED TO TURN
HIM INTO A
HUMAN SMOKE-BOMB
ON CONTACT...



...AND MY
IMPACT
WEBBING SET
IT OFF ANYWAY...
GREAT!

SMOKE'S
GETTING
THICK!
HAVE TO GET
THE PASSENGERS
OUT OF THE VAN
WHILE I CAN
STILL SEE IT!

SUBWAY



OR NOT!
THOSE GUYS
ARE WASTING NO
TIME GETTING
OUTTA DODGE!

THE CLOUD'S LIFTING!
MEANING THEY'RE
PROBABLY HOISTING
THE GONDOLA BACK
UP TO THE 'COPTER!

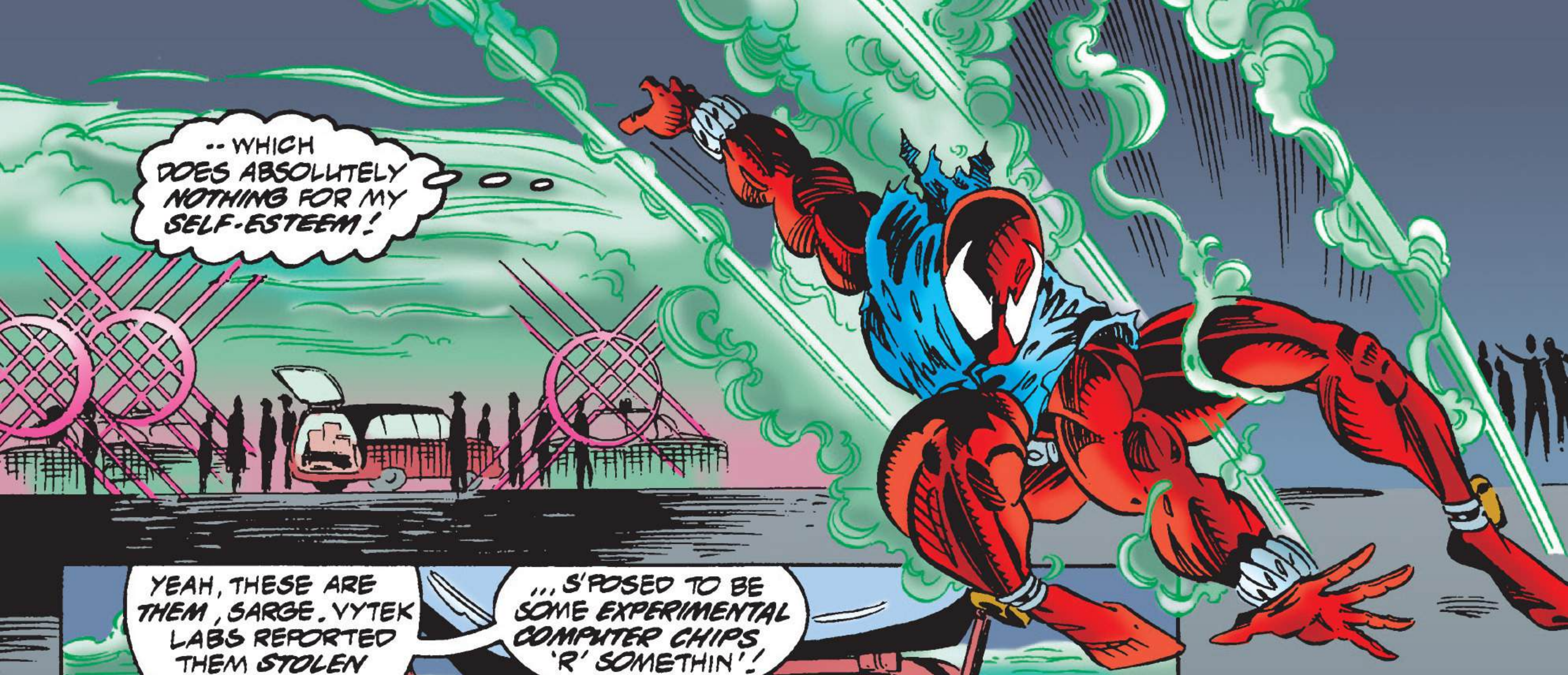
BUT I CAN'T JUST
LET "SMOKEY" AND
HIS PALS GET AWAY!

CAN'T
SEE--I'M
LEAPING
BLIND!

BUT I
THINK I CAN
JUDGE RIGHT
ABOUT WHERE
THE GONDOLA--

--WAS?!

MISSED
IT--



-- WHICH DOES ABSOLUTELY NOTHING FOR MY SELF-ESTEEM!



YEAH, THESE ARE THEM, SARGE. VYTEK LABS REPORTED THEM STOLEN EARLIER THIS MORNIN'...

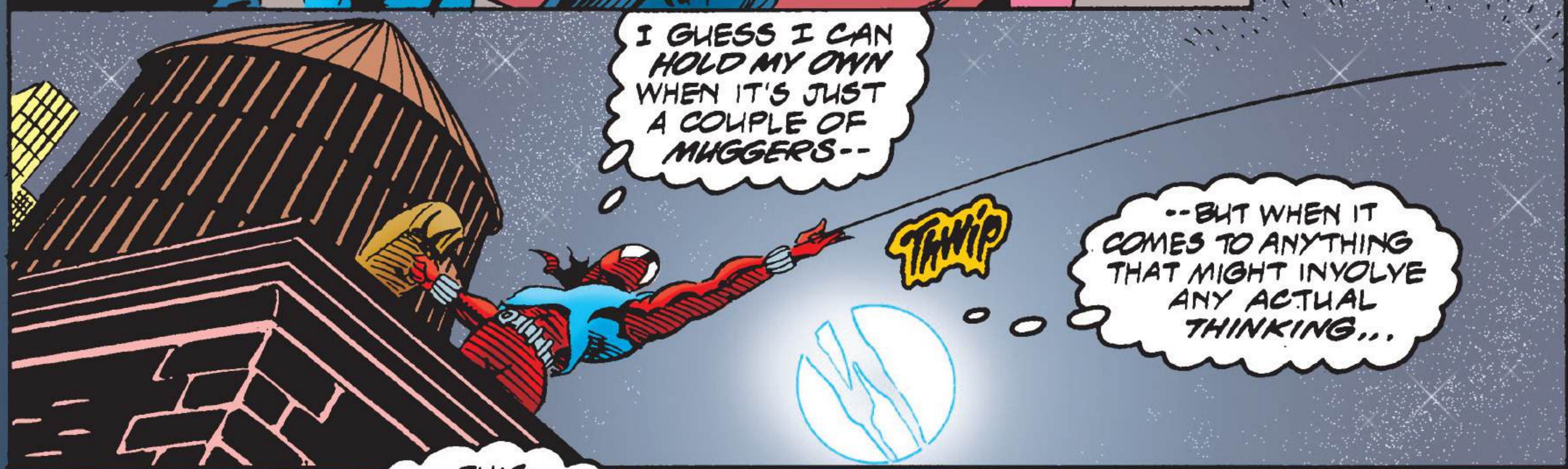
... S'POSED TO BE SOME EXPERIMENTAL COMPUTER CHIPS 'R' SOMETHIN'!



OH, GREAT! NOT ONLY DO I NOT CATCH THE BAD GUYS--

--BUT NOW IT TURNS OUT I WAS PROTECTING STOLEN PROPERTY!

CAN I DO ANYTHING RIGHT?



I GUESS I CAN HOLD MY OWN WHEN IT'S JUST A COUPLE OF MUGGERS--

THWIP

--BUT WHEN IT COMES TO ANYTHING THAT MIGHT INVOLVE ANY ACTUAL THINKING...

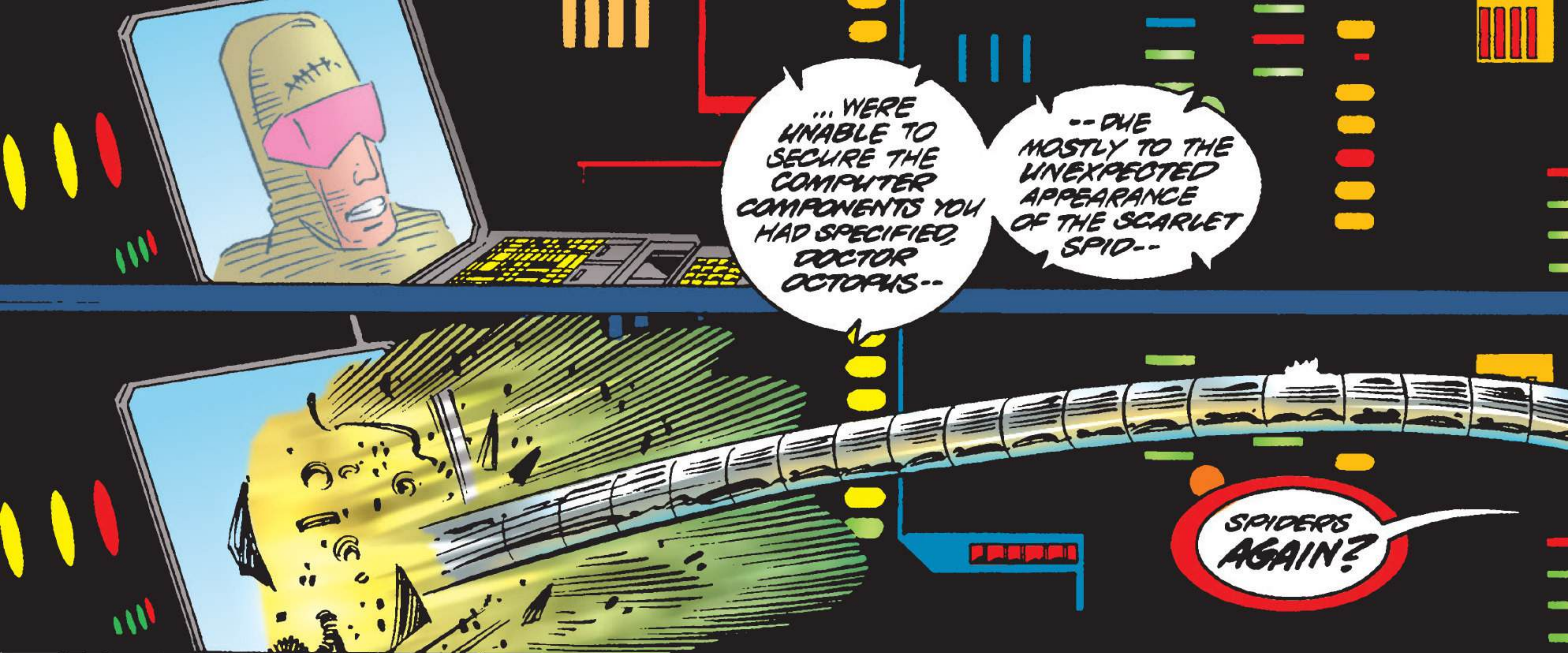


THIS WOULDN'T HAVE HAPPENED TO PETER.

PETER WOULD HAVE DONE THIS UP RIGHT.

WHY DO I EVEN BOTHER?

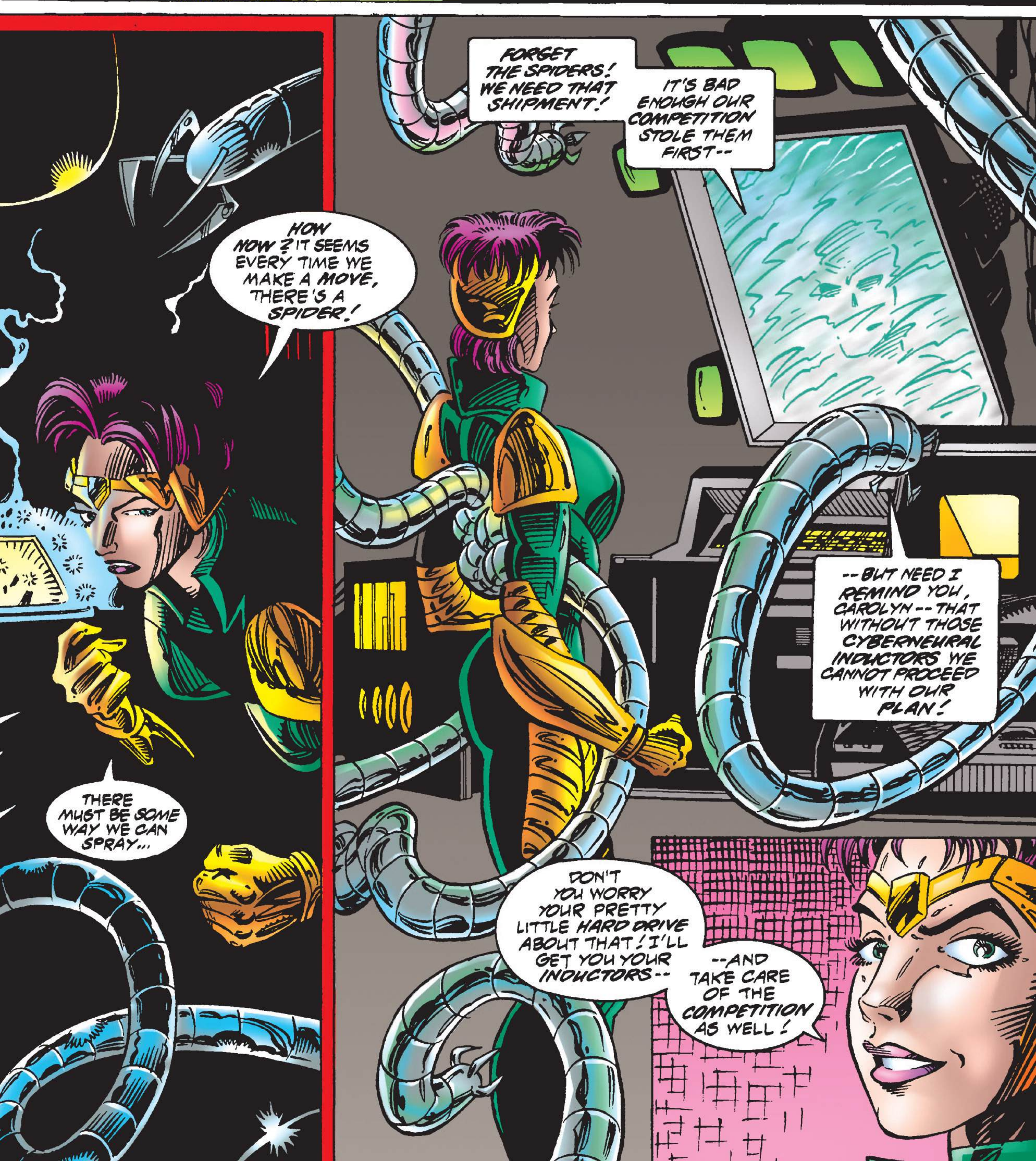




... WERE
UNABLE TO
SECURE THE
COMPUTER
COMPONENTS YOU
HAD SPECIFIED,
DOCTOR
OCTOPUS--

-- DUE
MOSTLY TO THE
UNEXPECTED
APPEARANCE
OF THE SCARLET
SPID--

SPIDERS
AGAIN?



FORGET
THE SPIDERS!
WE NEED THAT
SHIPMENT!

IT'S BAD
ENOUGH OUR
COMPETITION
STOLE THEM
FIRST--

HOW
NOW ? IT SEEMS
EVERY TIME WE
MAKE A MOVE,
THERE'S A
SPIDER!

-- BUT NEED I
REMINDE YOU,
CAROLYN -- THAT
WITHOUT THOSE
CYBERNEURAL
INDUCTORS WE
CANNOT PROCEED
WITH OUR
PLAN!

THERE
MUST BE SOME
WAY WE CAN
SPRAY...

DON'T
YOU WORRY
YOUR PRETTY
LITTLE HARD DRIVE
ABOUT THAT ! I'LL
GET YOU YOUR
INDUCTORS--

--AND
TAKE CARE
OF THE
COMPETITION
AS WELL!

A SHORT TIME LATER...

... THE PENTHOUSE APARTMENT OF SEWARD TRAINER.

NOW, WHERE DID I PUT THAT?

I TELL YOU, SEWARD, I COULDN'T BE ANY DUMBER IF MY LAST NAME WAS GUMP!

HERE, I THINK I'M GOING TO BE ABLE TO STEP RIGHT BACK INTO THE ROLE OF WEB-SLINGING GOOD GUY--

--THEN, RIGHT OUT OF THE STARTING GATE, I MESS EVERYTHING UP! IT'S LIKE I'M NOT SUPPOSED TO BE DOING THIS OR SOMETHING!

WELL, UNTIL I DO FIND MY OWN PLACE, THANKS FOR LETTING ME CRASH HERE.

I'LL BE OUT OF HERE AS SOON AS I CAN FIND A JOB AND SCORE ENOUGH CASH TO--

Y'KNOW, BEN, FIGHTING CRIME WAS PETER'S GAME-- BUT YOU SHOULDN'T FEEL LIKE YOU HAVE TO DO IT.

NO ONE KNOWS BETTER THAN YOU, THAT YOU HAVE TO MAKE YOUR OWN WAY IN THE WORLD--FIND YOUR OWN PLACE.

MAYBE YOU'RE NOT.

WUMP

HAVE YOU GIVEN ANY MORE THOUGHT TO WORKING WITH ME? WITH THE RESEARCH I'M WORKING ON NOW, YOU KNOW I COULD USE YOUR HELP.

...WHERE DID I HAVE IT LAST?

THANKS, ANYWAY, SEWARD -- BUT YOU SAID IT YOURSELF. I'VE GOT TO MAKE MY OWN WAY!

I'LL GET SOMETHING TEMPORARY TILL I CAN GET ON MY FEET FINANCIALLY! BUT, Y'KNOW...

...THERE IS SOMETHING YOU CAN DO FOR ME...

MAYBE I LEFT IT IN THE--

I FOUND IT! I FOUND IT! I KNEW IT WAS HERE SOMEWHERE! I--

SORRY, DID YOU SAY YOU NEEDED SOMETHING?

MEANWHILE...

I WILL NOT
TOLERATE SUCH
FAILURE,
KANNOR!

I TAKE
FULL
RESPONSIBILITY,
MR. TSO.

IT WAS MY
JOB TO STEAL
THE COMPONENTS.
I DIDN'T THINK WE'D
RUN INTO THIS
KIND OF
TROUBLE!

IT'S NOT
ORLANDO'S
FAULT,
MR. TSO!

HE COULDN'A
KNOW WE'D BE
HIJACKED--OR
THAT WE'D RUN INTO
THAT SCARLET
SPIDER-GUY!

YOU'RE
RIGHT, VIC!
ORLANDO WAS MERELY
THE MISSION'S
PLANNER. BUT IT
WAS YOU WHO WERE
THERE TO PROVIDE
SECURITY! SO,
TECHNICALLY--

--THE
FAILURE
IS
YOURS!

SMACK

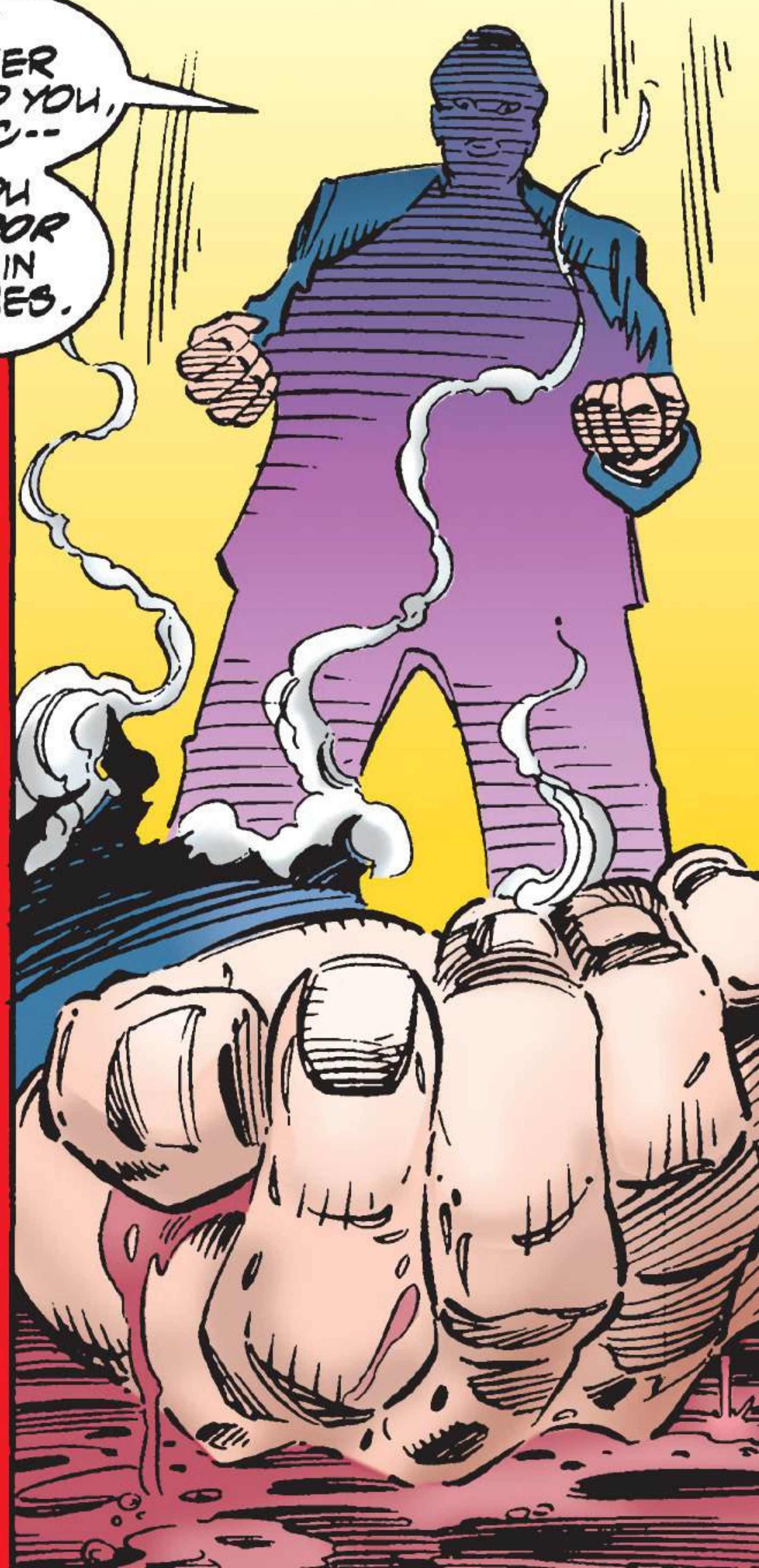
GENTLEMEN.

SNAP

BRAKKA BRAKKA BRAK
BRAKKA BRAKKA BRAK

I
NEVER
LIKED YOU,
VIC--

--YOU
HAD POOR
TASTE IN
CLOTHES.



THE JOB SEARCH...

SORRY,
PAL...



SORRY,
KID...

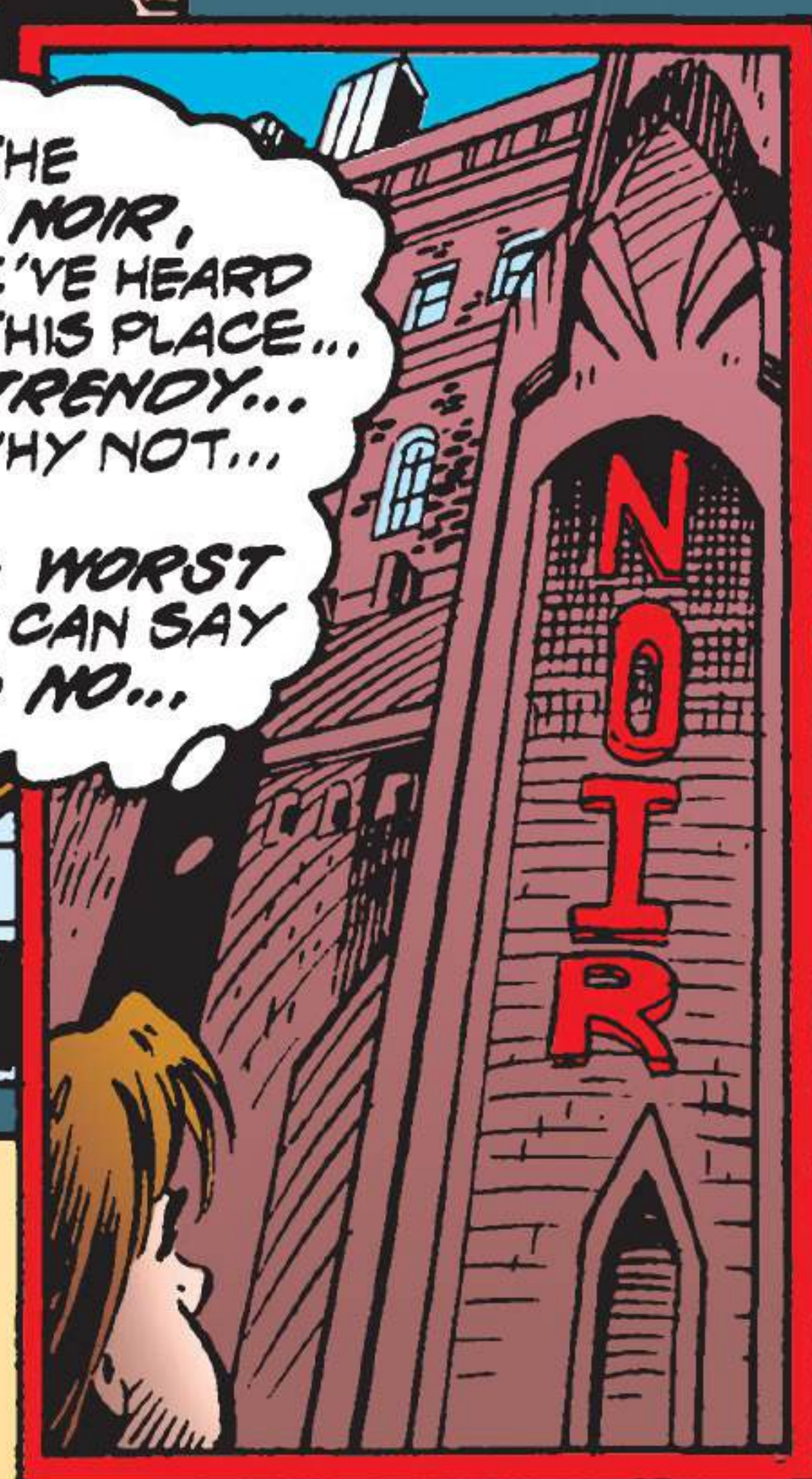
WE'D
ONLY NEED HELP
IF WE HAD ANY
BUSINESS!

SORRY...



THE
CLUB NOIR,
HUH? I'VE HEARD
ABOUT THIS PLACE...
VERY TRENDY...
BUT, WHY NOT...

...THE WORST
THEY CAN SAY
IS NO...



AND INSIDE...

...WHAT
DO YOU MEAN,
"NO!"?!

I'VE GOT
PLENTY OF
WAITING
EXPERIENCE!
JUST GIVE ME
A CHANCE
AND I'LL--

SORRY,
DUDE--WITHOUT
REFERENCES,
I CAN'T EVEN
LET YOU IN
HERE TO EAT!

GO GET
SOME, AND
I'LL GIVE
'EM A
LOOK.





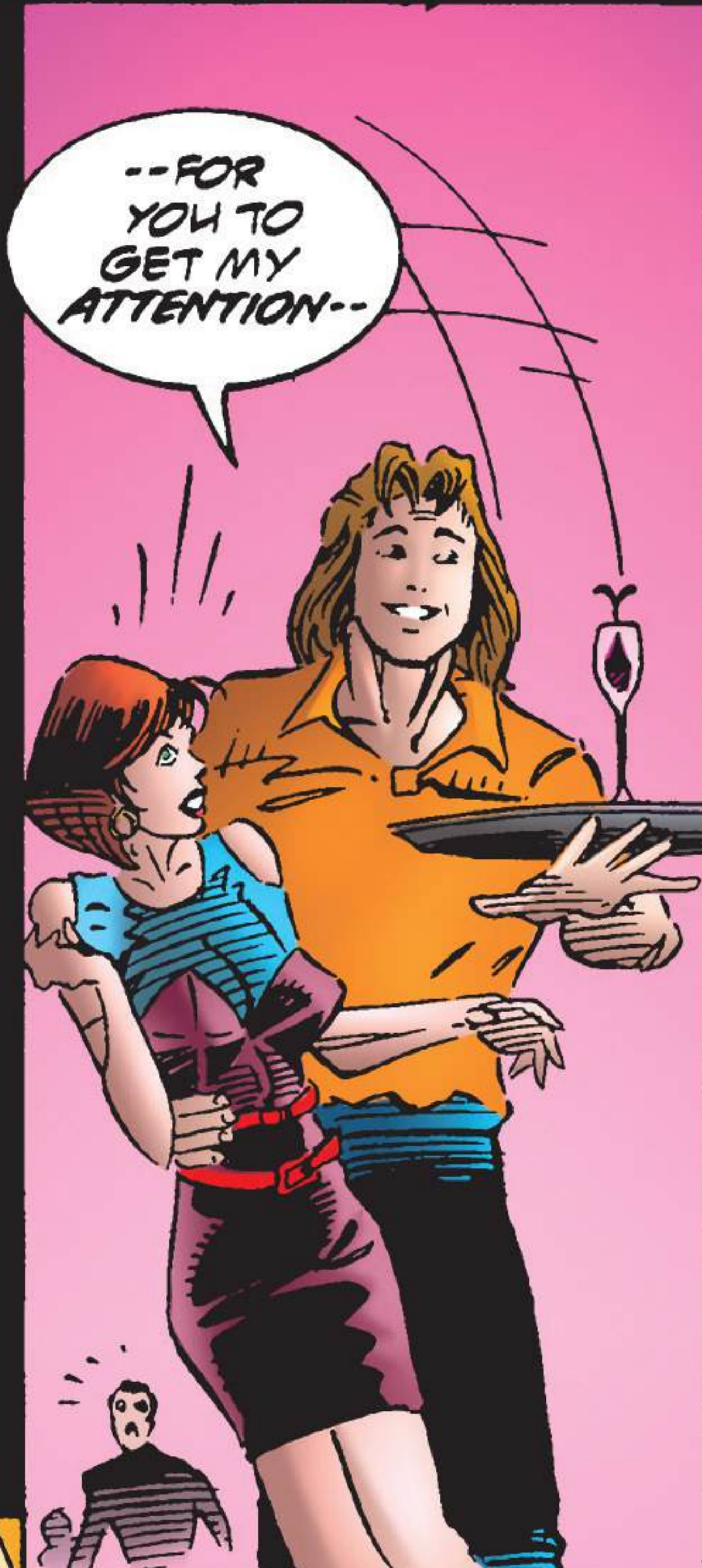
HUH? SPIDER-SENSE
TINGLING...
...THAT
WAITRESS--
TRIPPING...

WHA!

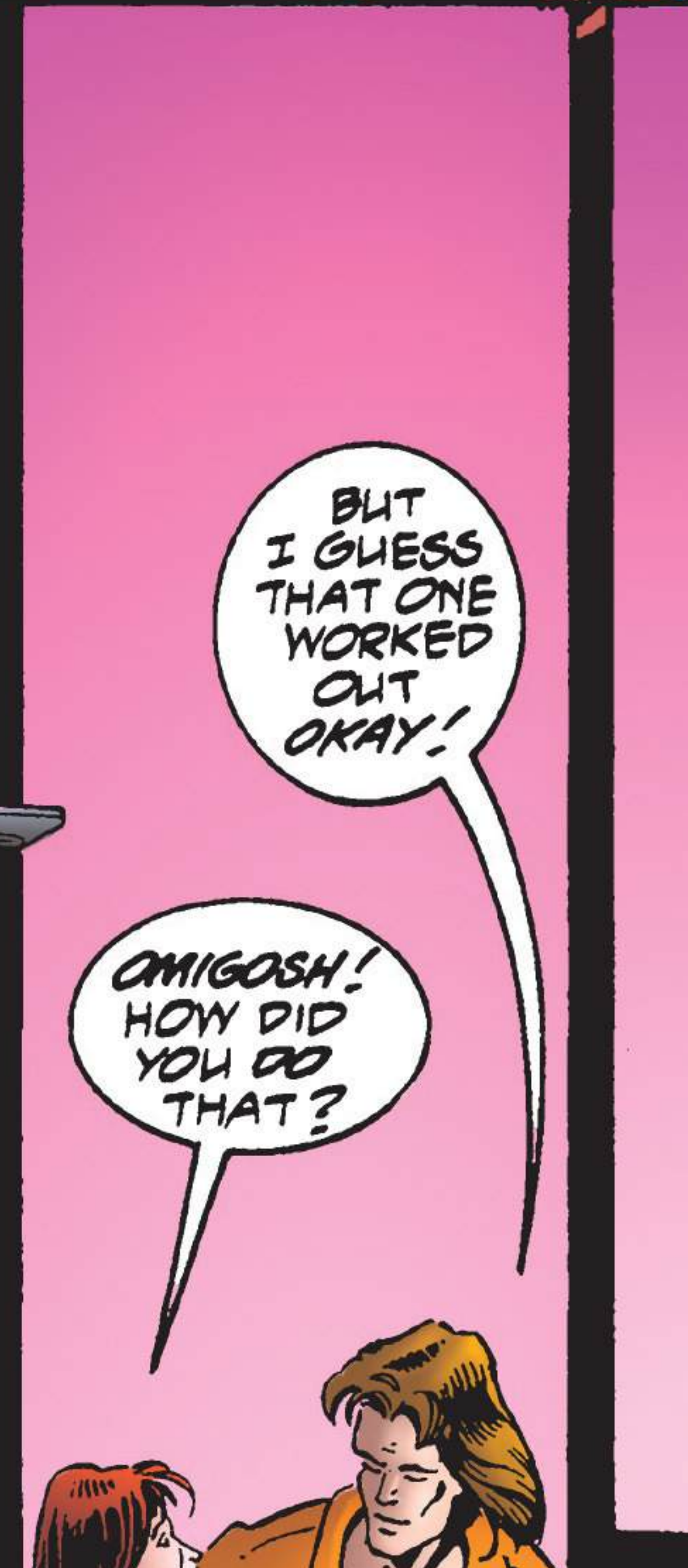


Y'KNOW--

I CAN
THINK OF
ABOUT A
HUNDRED
EASIER
WAYS--

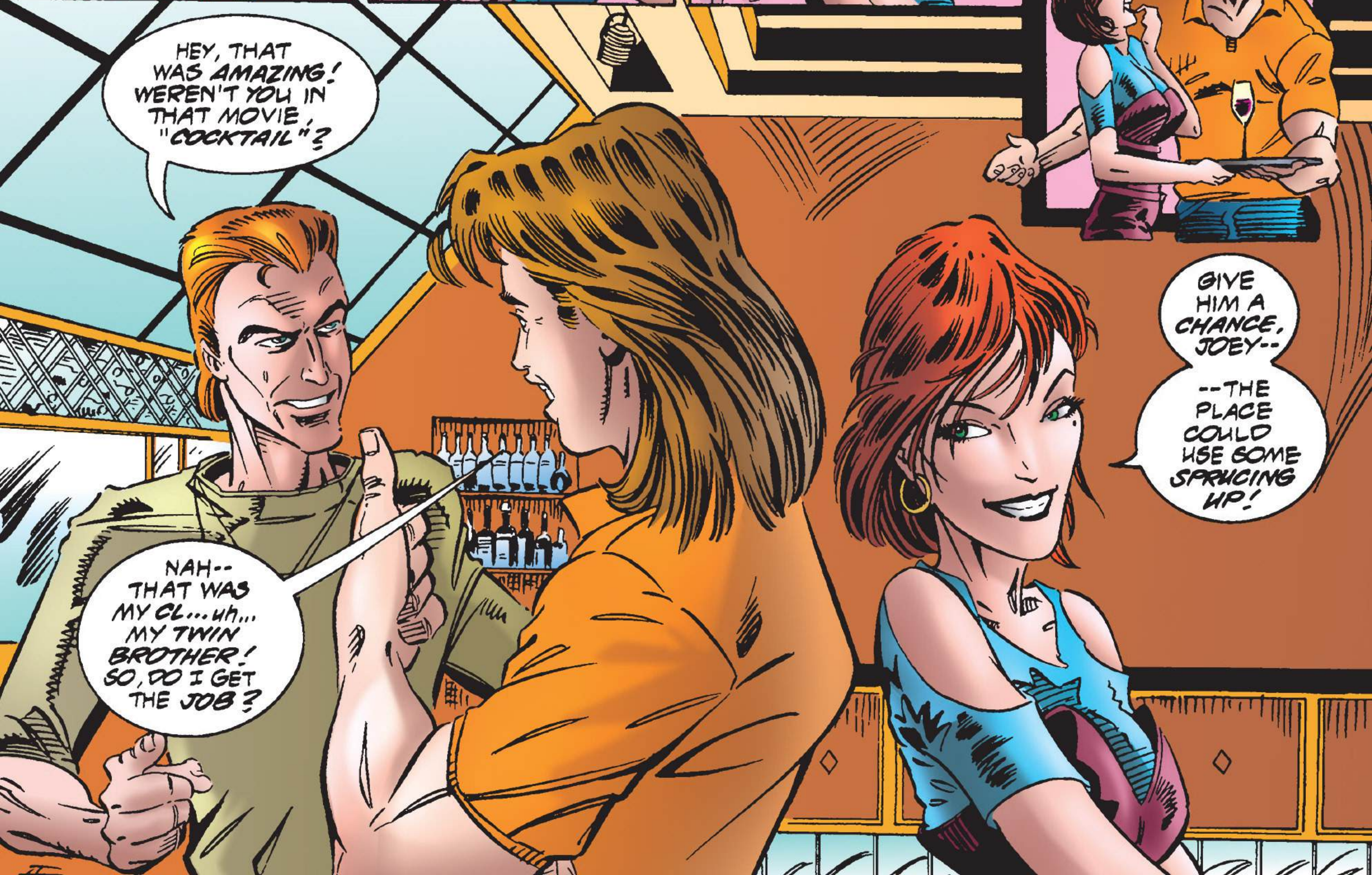


--FOR
YOU TO
GET MY
ATTENTION--



BUT
I GUESS
THAT ONE
WORKED
OUT
OKAY!

OMIGOSH!
HOW DID
YOU DO
THAT?

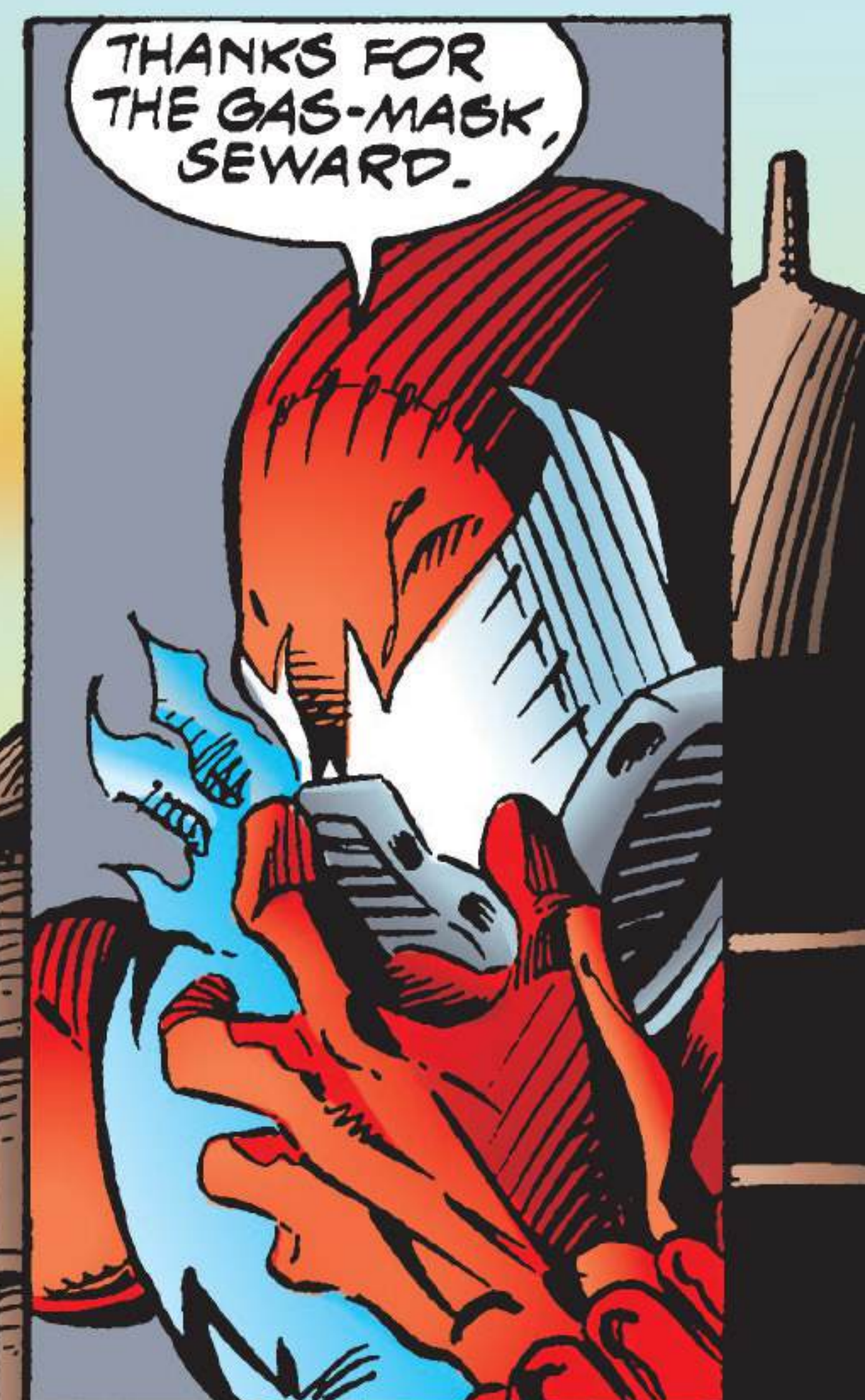
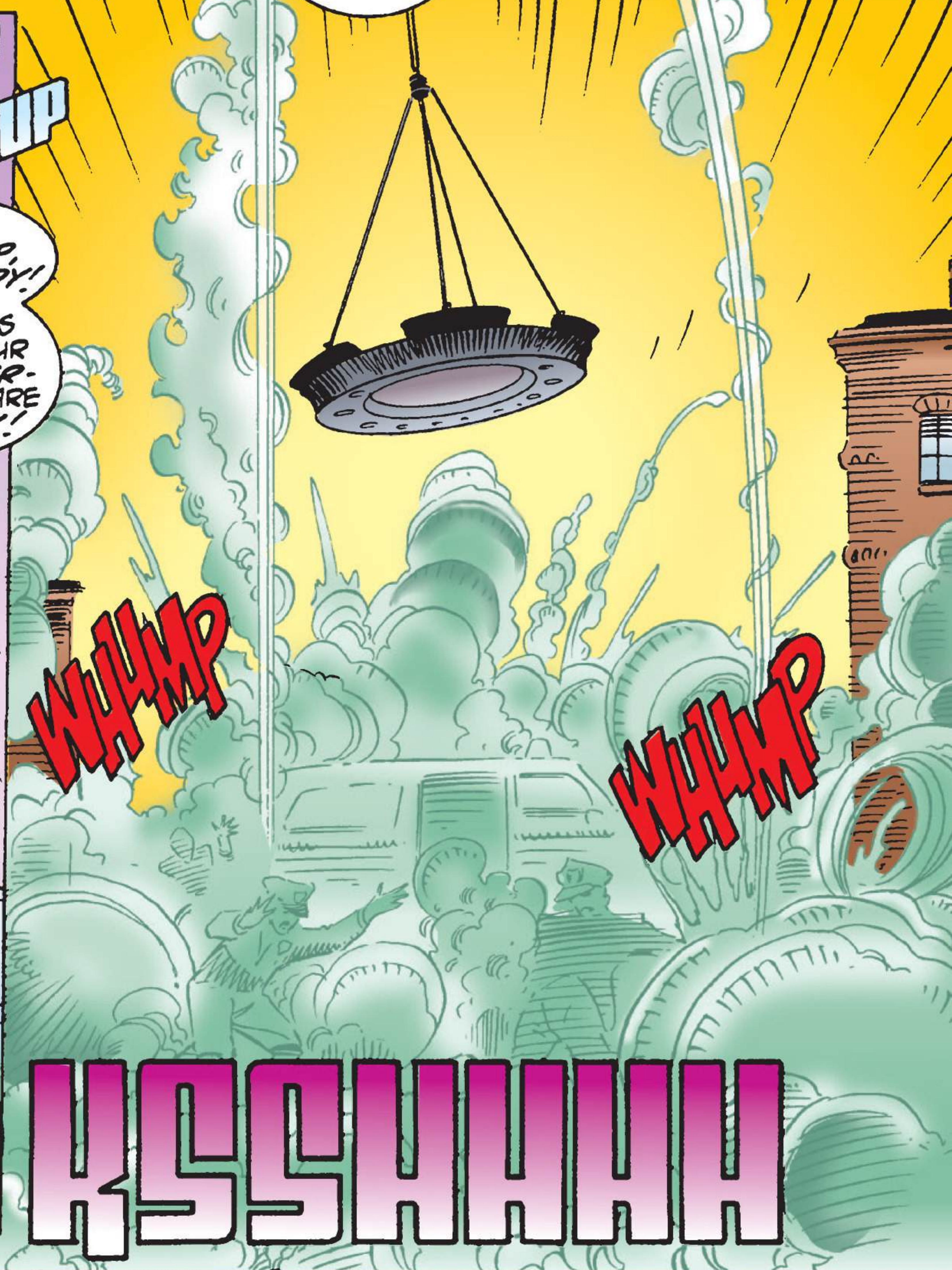
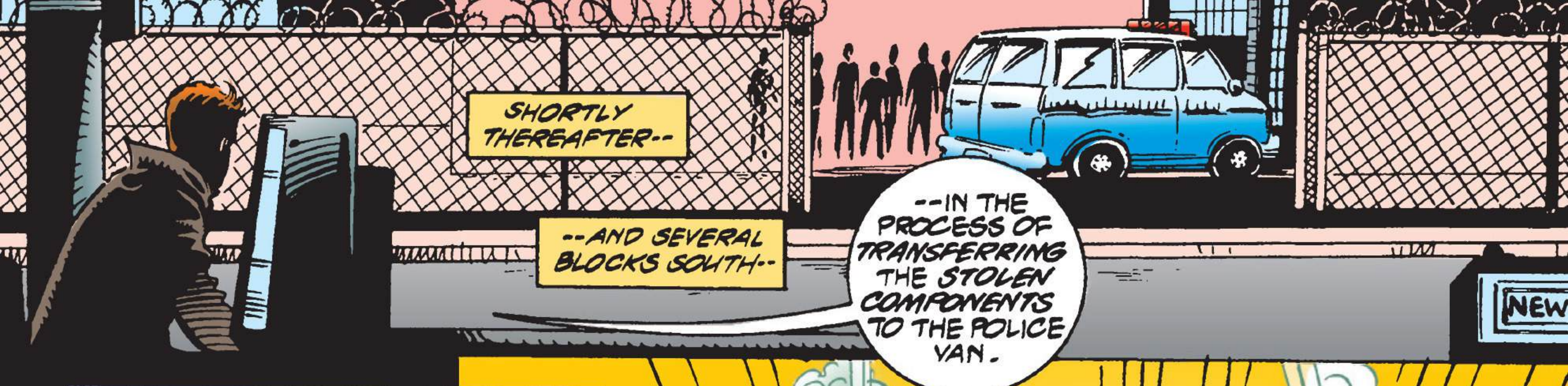


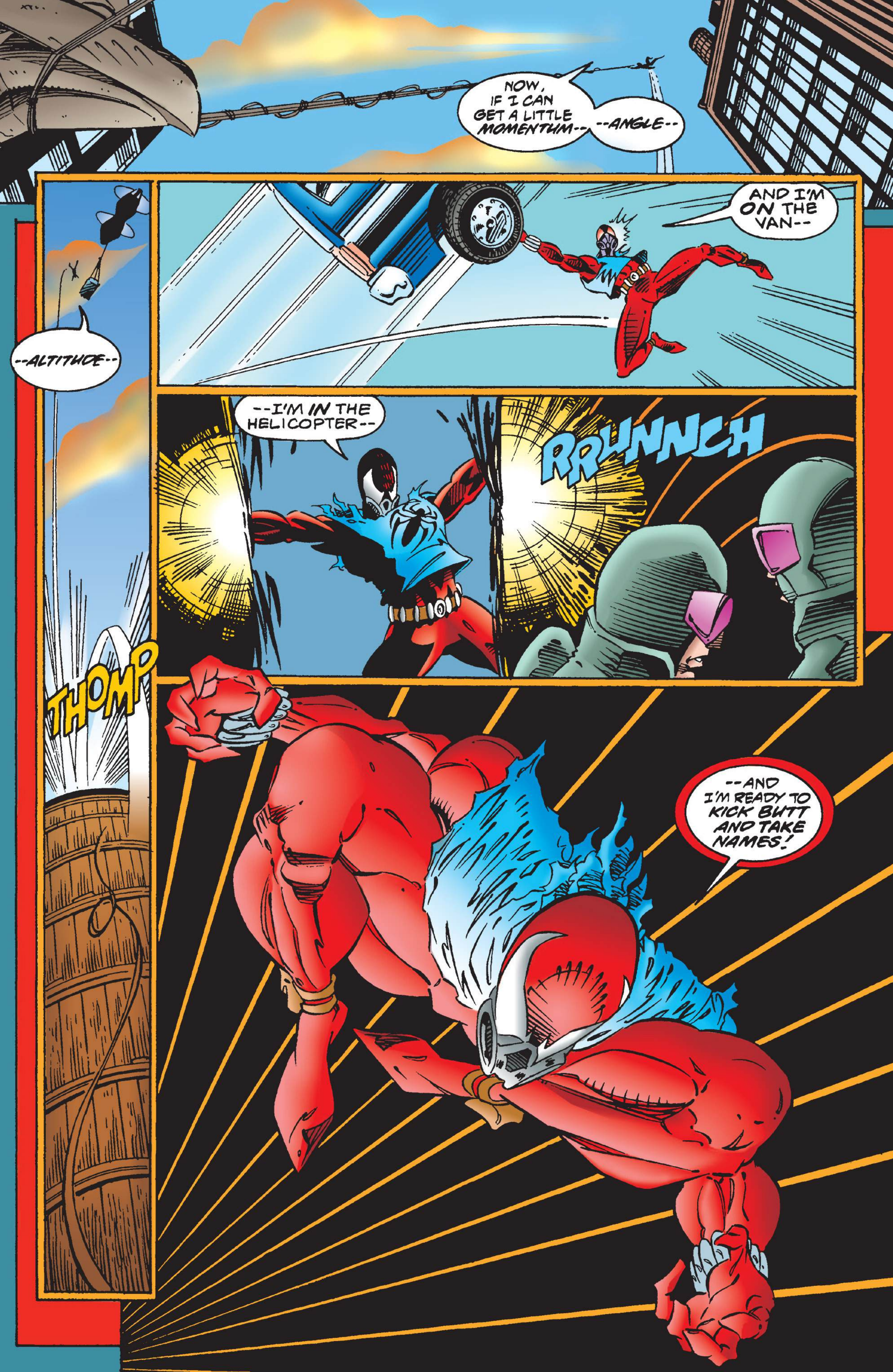
HEY, THAT
WAS AMAZING!
WEREN'T YOU IN
THAT MOVIE,
"COCKTAIL"?

NAH--
THAT WAS
MY CL...uh...
MY TWIN
BROTHER!
SO, DO I GET
THE JOB?

GIVE
HIM A
CHANCE,
JOEY--

--THE
PLACE
COULD
USE SOME
SPRUCING
UP!





NOW,
IF I CAN
GET A LITTLE
MOMENTUM--

--ANGLE--

AND I'M
ON THE
VAN--

--ALTITUDE--

--I'M IN THE
HELICOPTER--

RRUNNCH

THOMP

--AND
I'M READY TO
KICK BUTT
AND TAKE
NAMES!



MY SPIDER-SENSE IS SINGING LIKE TONY BENNETT--

--BUT I'M READY FOR THEIR LITTLE GAS-RIGGED COSTUMES THIS TIME!

GZZAAT!

...SHITS RIGGED...

...ELECTRIC... SHOCK...!

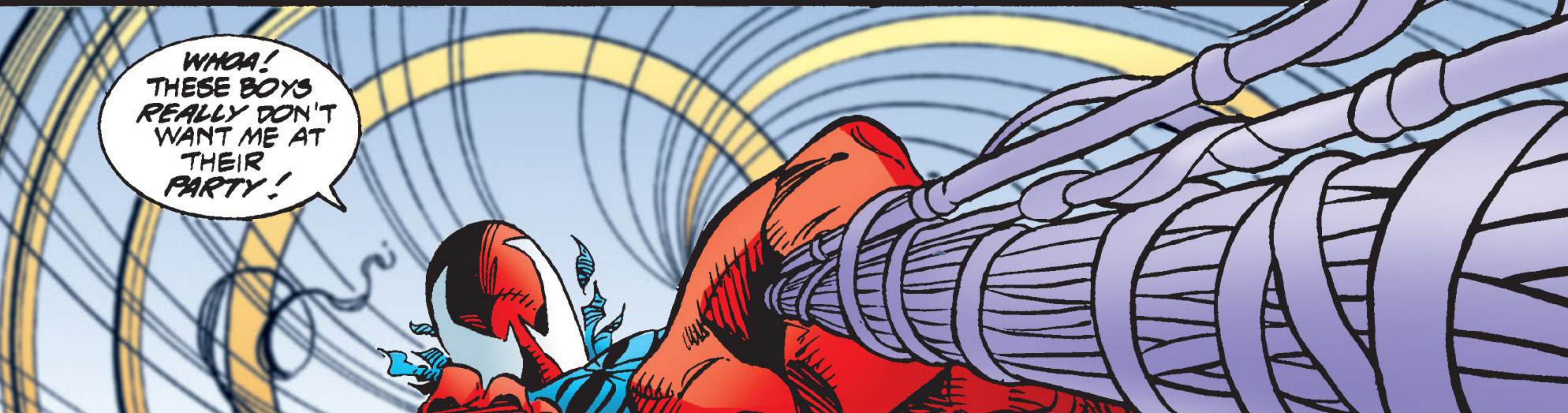
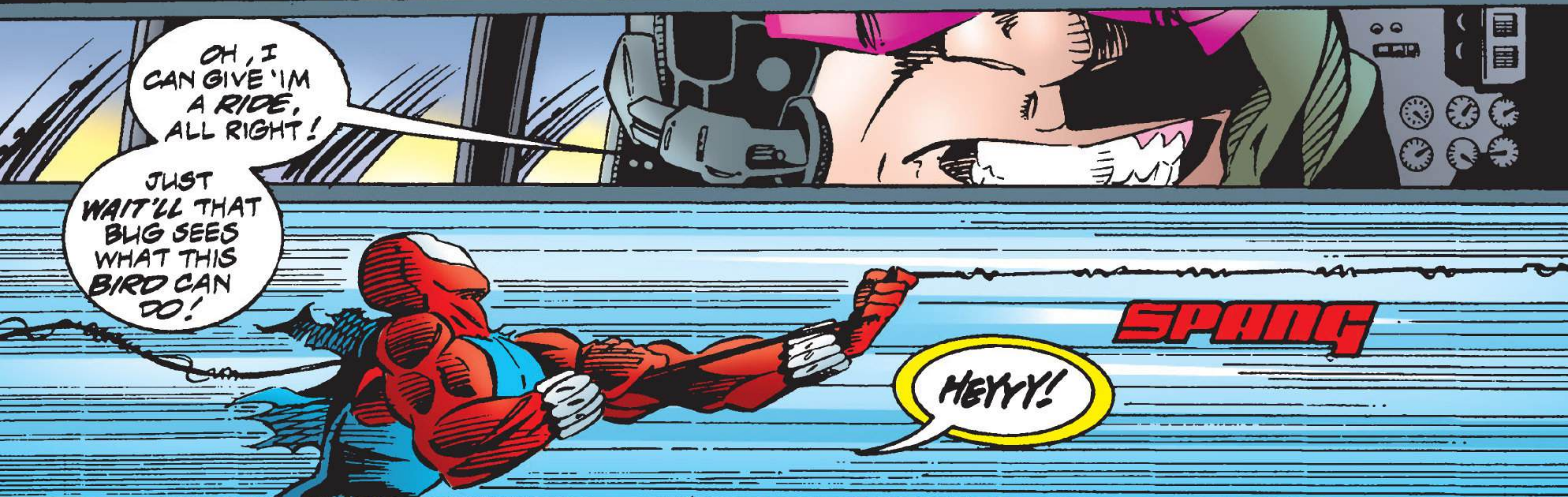
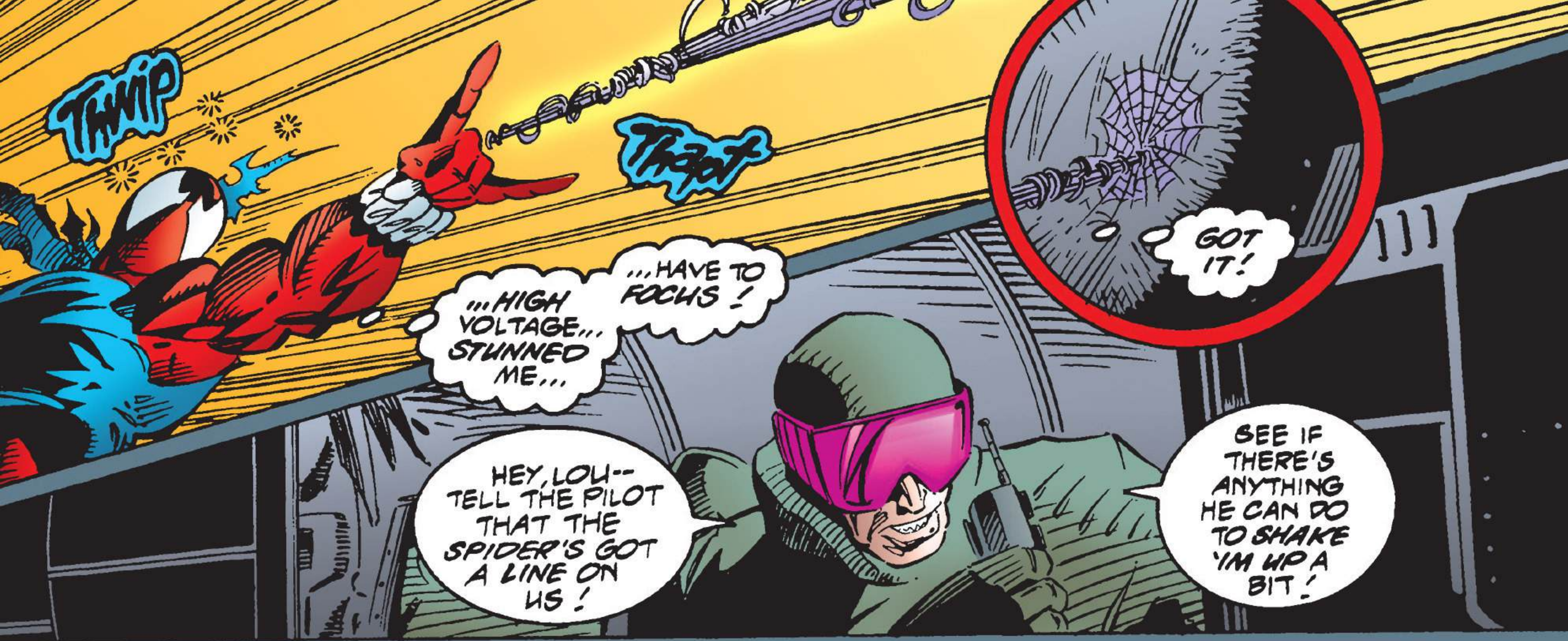
GZZAAT

MAYBE WHAT YOU SHOULD HAVE PACKED--

...YOU MEAN I...
...I BROUGHT MY... GAS-MASK...
...FOR NOTHING...?

THAT'S RIGHT, TOUGH GUY!

--WAS A PARACHUTE!



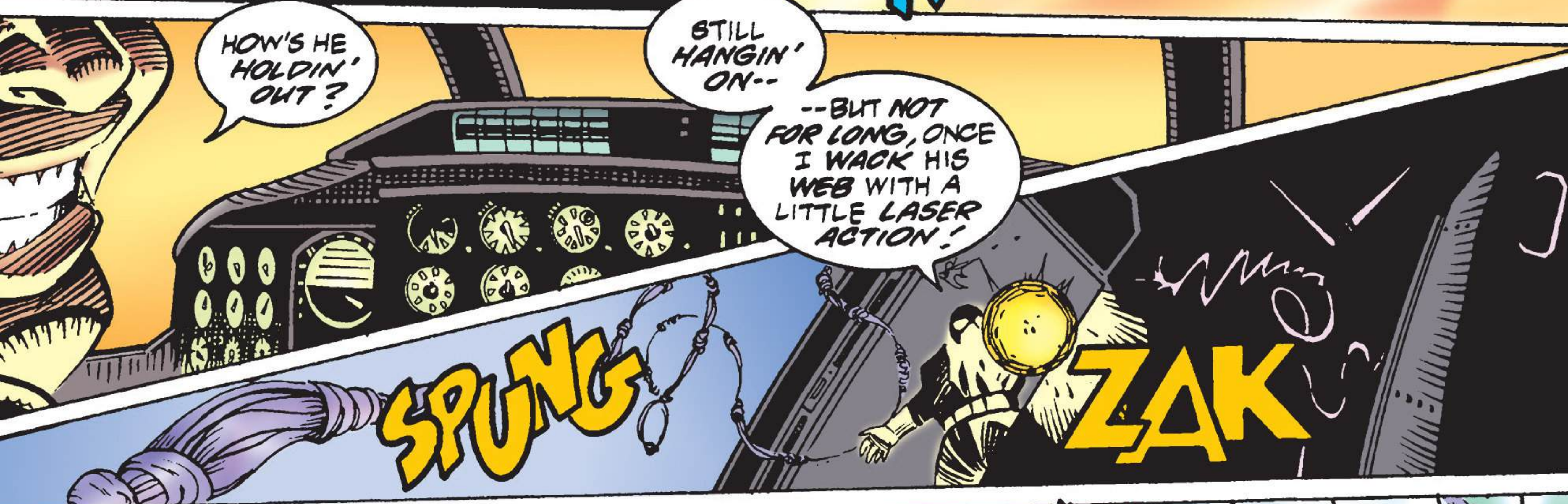


UNFORTUNATELY,
WHILE THEY'RE
TRYING SO HARD
TO LOSE ME--

--THEY'RE
ABOUT TO PUT
THE POLICE VAN
THROUGH
SOMEBODY'S
17TH FLOOR

WINDOOW!!

SHWNP



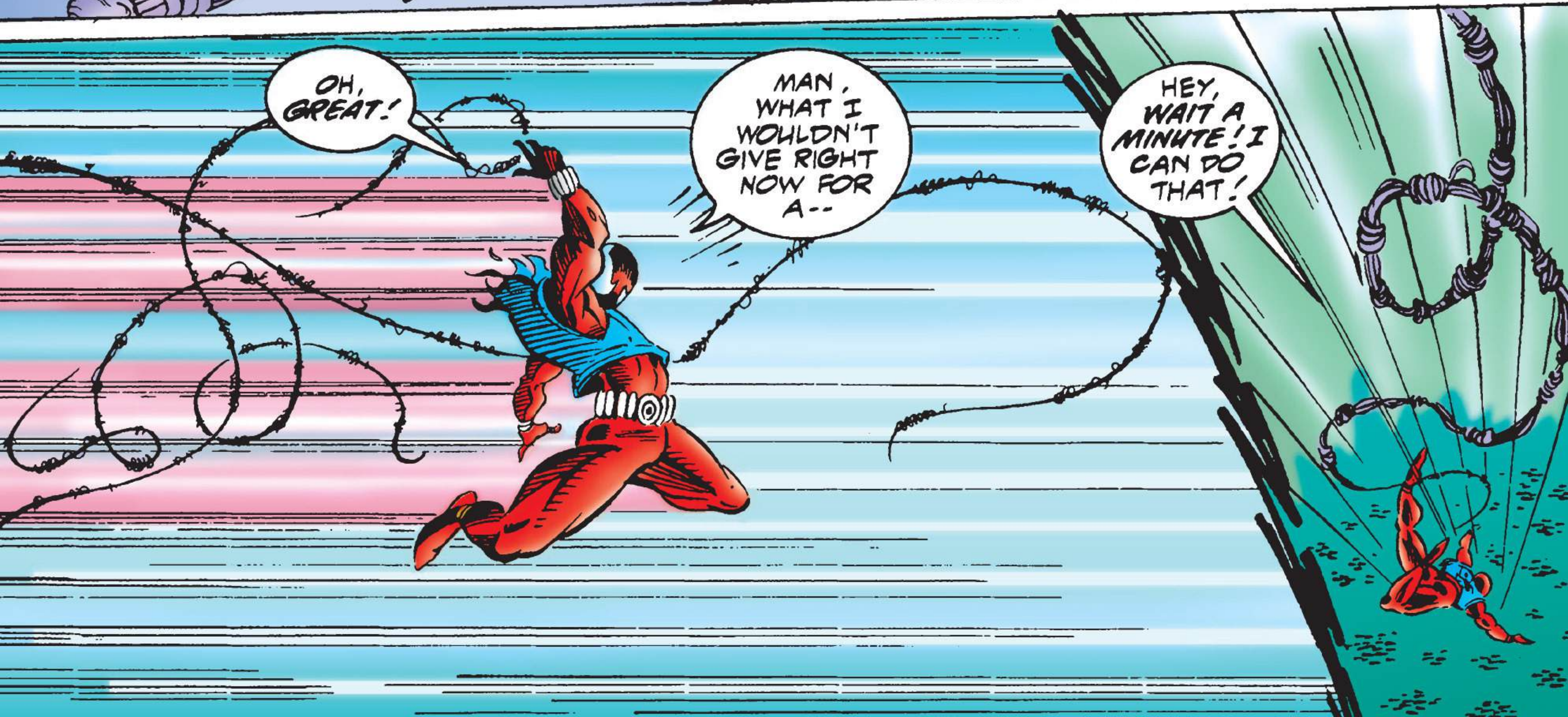
HOW'S HE
HOLDIN'
OUT?

STILL
HANGIN'
ON--

--BUT NOT
FOR LONG, ONCE
I WACK HIS
WEB WITH A
LITTLE LASER
ACTION!

SPUNG

ZAK



OH,
GREAT!

MAN,
WHAT I
WOULDN'T
GIVE RIGHT
NOW FOR
A--

HEY,
WAIT A
MINUTE! I
CAN DO
THAT!



...32 FEET PER SECOND...

THWIP

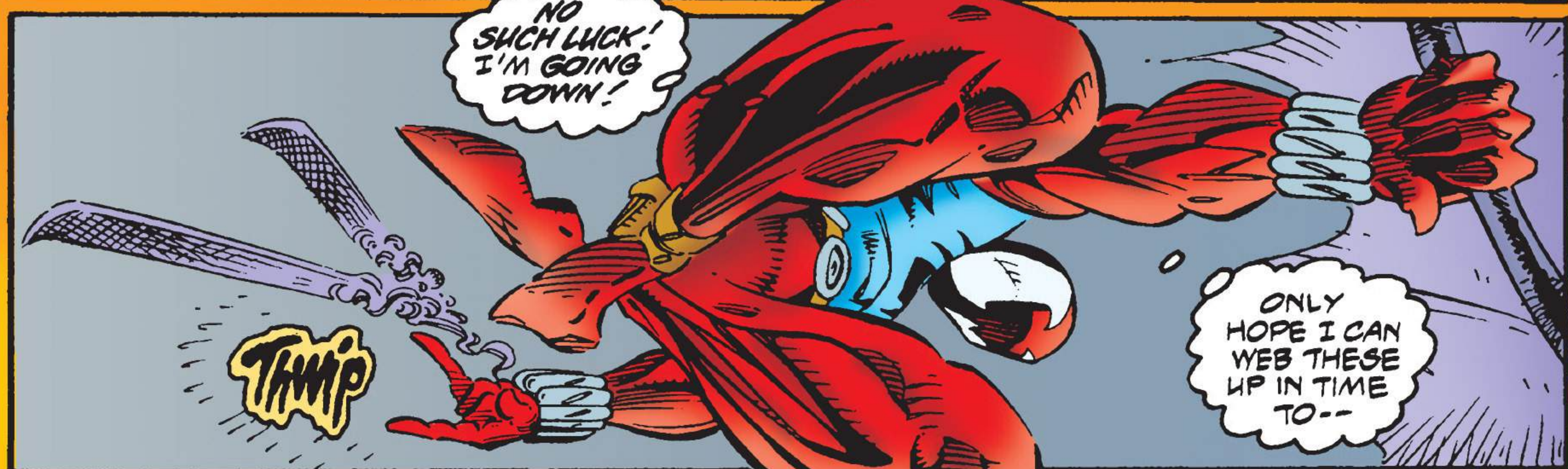
THWIP



WHOOSH

NOT A BAD HANG-GLIDER IF I DO SAY SO MYSELF!

NOW IF I CAN JUST CATCH AN UPDRAFT, MAYBE I CAN--



NO SUCH LUCK! I'M GOING DOWN!

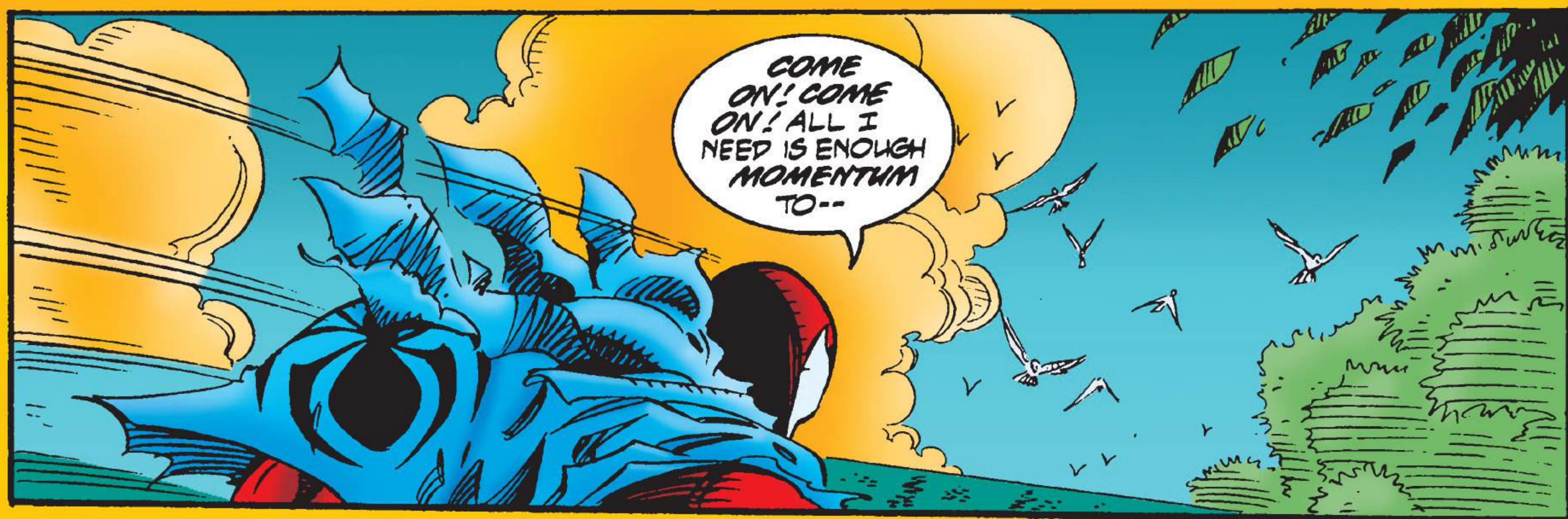
THWIP

ONLY HOPE I CAN WEB THESE UP IN TIME TO--



MADE IT!

SHWOOSH



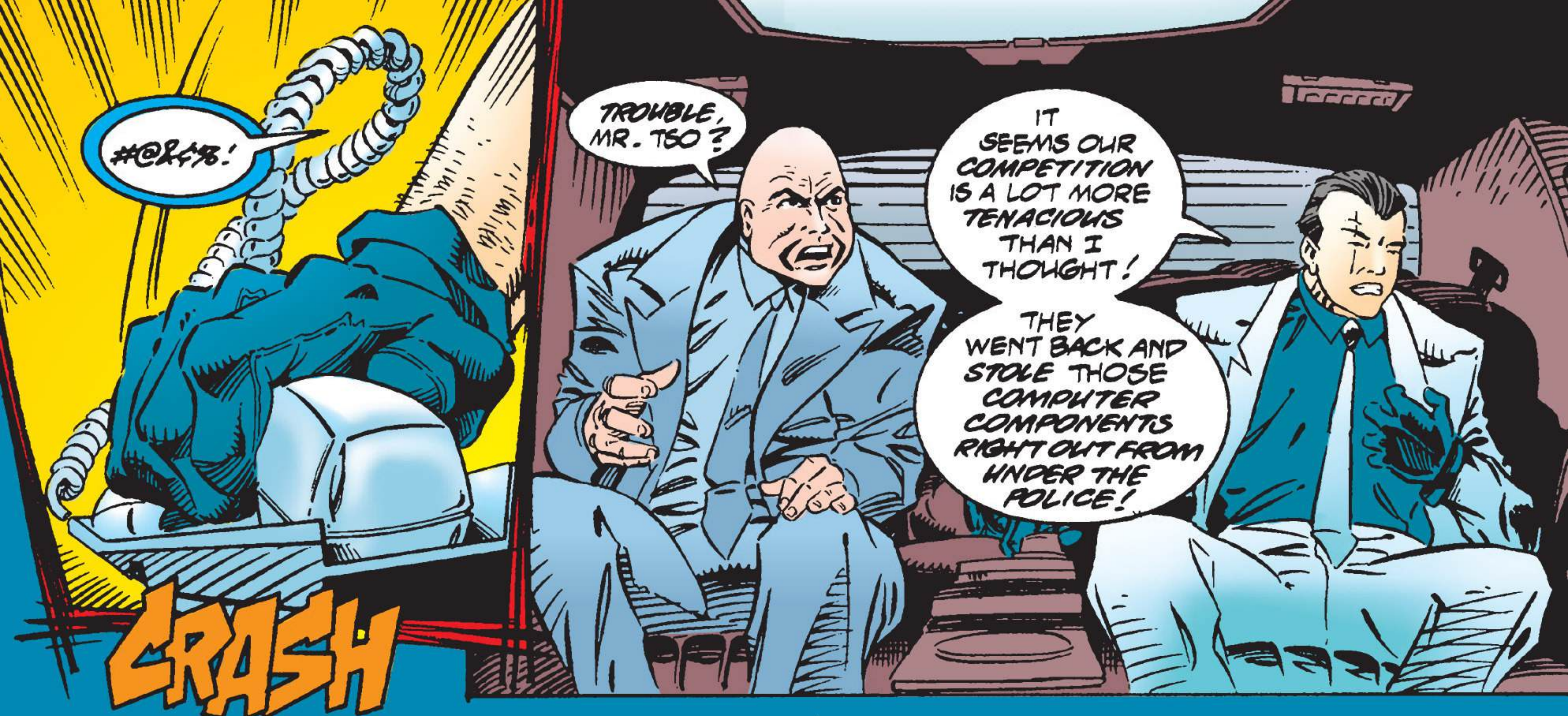
COME ON! COME ON! ALL I NEED IS ENOUGH MOMENTUM TO--



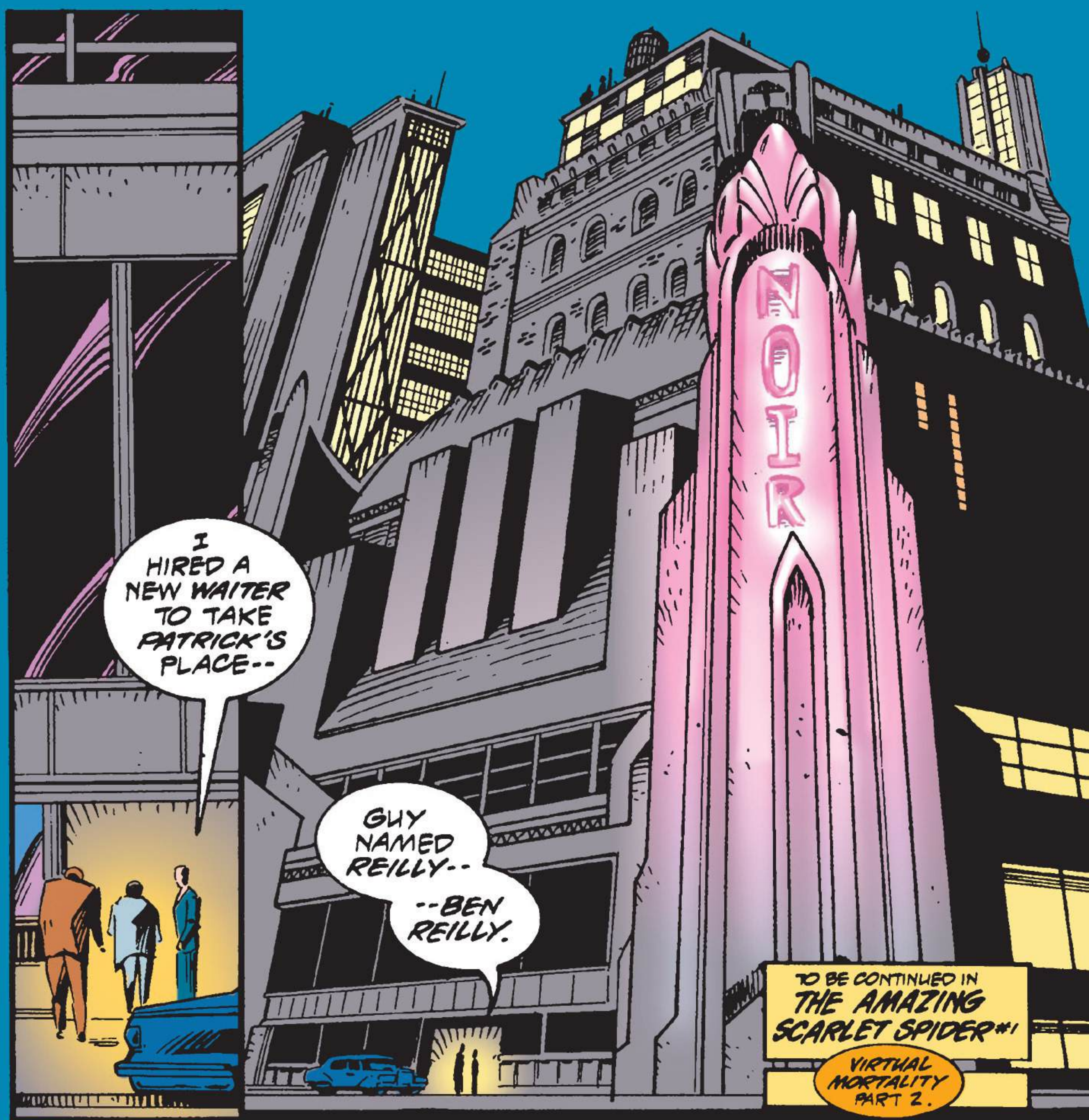
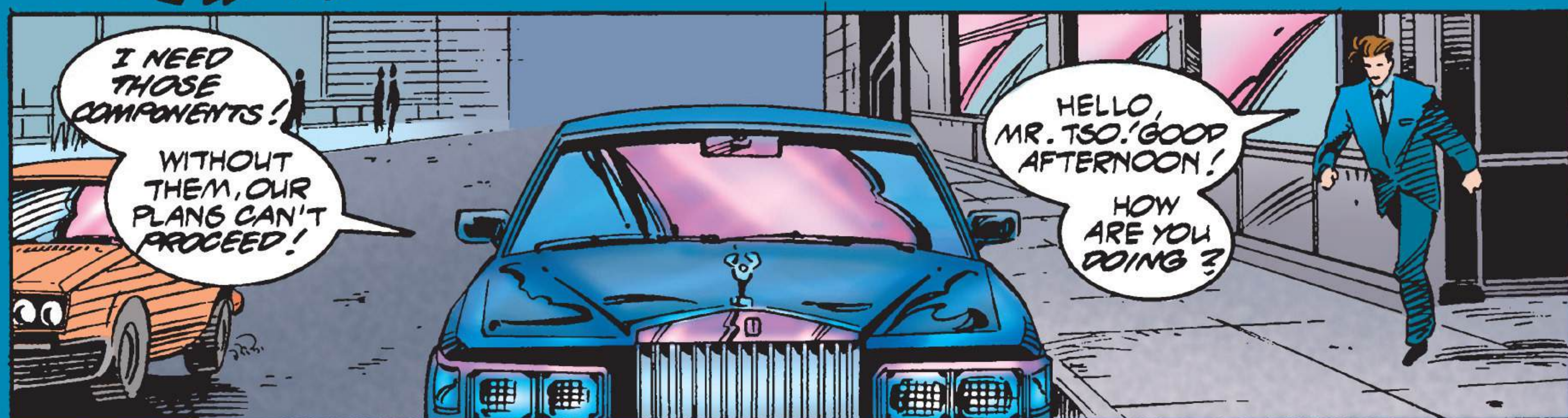
GROOSH

BLAST!
I'M GONNA GET THOSE GUYS!





CRASH



TO BE CONTINUED IN
**THE AMAZING
SCARLET SPIDER #1**

**VIRTUAL
MORTALITY
PART 2.**

WEB-ZINGERS

%MARVEL COMICS
387 PARK AVE. SO.
NEW YORK, NY
10016

ERIC
FEIN
EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL
ADDRESS PRINTED, PLEASE LET US KNOW.

Big Changes Dept.:

The rumors are true! Peter and Mary Jane have left the Spideverse for the foreseeable future, leaving Ben Reilly with the responsibility to uphold the tradition of Spider-Man.

And since Reilly is his own man, he's going to be a hero his own way — as the Scarlet Spider! In honor of that, we've retitled all of our core titles. It's the dawn of the most exciting time in Spider-history! Don't miss out on it!

Dear Web-Zingers,

WEB OF SPIDER-MAN #125 brought back some haunting memories for Peter and all of us Spider-fans who witnessed the death of the original Gwen Stacy. There was the bridge, the Green Goblin, Gwen and Spider-Man. Thanks for not letting Gwen plunge to her death and letting Spidey correct the mistake he made the first time. That was the greatest part of this story! Spidey's at his best when he's saving lives, even if he is only a clone, as it seems that's where you're heading.

The team of Butler and Emberlin is one of the best in mighty Marvel. Keep them around for a while, okay? Also, I like the idea of a new Green Goblin (though my favorites will always be Norman and Harry), and I can't wait to see what becomes of this one in the Spider-books!

Brad O'Neill
7938 W. Greer
Peoria, AZ 85345

Thanks for the good words, Brad. We thought the bridge scene was pretty cool, too. When we first realized the issue was going to include Gwen and the new Goblin, the scene just seemed like a natural. We're glad you seemed to get as much a thrill out of reading it as we did coming up with it!

And this seems as good a place as any to announce that Steven Butler has regrettably decided to move on to other projects. Issue #129 was his last, so join us in wishing luck to the man whose dynamic pencils contributed greatly to the new look — and great success — that this title now enjoys. Randy's still here, laying down his awesome inks...and what do you think of the exciting pencils this issue from Paris "the new kid" Karounos?

Dear Web-Zingers,

Cool! That's the first thing that popped into my head when I saw WEB OF SPIDER-MAN #125. The holodisk was a great enhancement, and I even liked the back-up story, "Shining Armor." But why didn't Gwen's clone know she was a clone? She did in AMAZING #149.

I think I may have figured out who Kaine is. Try this: The Parker we've thought to be the real one is the clone. Mary Jane's kid is Kaine. Since he's the son of a clone, he also has the deterioration factor. That explains why his body and face look like the Guardian's (From WEB #122). He has traveled back in time to prevent his mother's death, which takes place right after his birth and his father's imprisonment, which he later finds out is his fault. All that explains why, in WEB #119, Kaine says he was all alone when he was born.

Next order of business: the third (and maybe greatest) Green Goblin. Fact: He's a man. Fact: His uncle works at the Daily Bugle. Fact: His uncle's first name begins with a "B." From the evidence in this issue, the new Goblin seems to be a hero (he did try to save Gwen's and Warren's clones, and talks about power and responsibility). Could he be someone related to Ben Urich?

One more thing. A crossover between Spidey and Spidey 2099 would be really cool. I wonder what Spidey would think of Doom's idea for a better government in the 2099 United States? Also, is the rumor about Ben joining the New Warriors true?

Todd Witek
50 Morgott Avenue
West Seneca, NY 14224

Todd, let's address your points in order:

If you read "Shining Armor" closely, you'll see that Daydreamer messed with the Gwen clone's mind to make her think she wasn't a clone. More on the "Joyce Delany" conundrum in SCARLET SPIDER UNLIMITED #1.

Your guess on Kaine is one of the most intriguing we've gotten, but now you know the truth. (Remember, Peter doesn't *have* the deterioration factor; that's why Jackal needed him for "Maximum Cloning.")

Good deduction on the Goblin. Hope you're picking up his all-new series to learn more about the irrepressible Phil Urich.

We won't have long to find out Spidey's impressions of 2099, as the long-awaited crossover by Peter David and Rick Leonardi should be out in just a few months! And check out current issues of the NEW WARRIORS — Ben's there, and things are hopping!

Dear Web-people,

WEB OF SPIDER-MAN #126, "The Trial of Peter Parker, Part One," had a great story. I have a lot of ideas as to how this thing could turn out, but I'm convinced that Kaine is another Peter Parker clone. In this issue, Peter seems to know that Kaine is the real killer, and

we know that the fingerprints are the same, so the killer must be another Peter Parker.

Or, what if Kaine is actually from the future? He claims to have visions of the future. He's read the history books; he knows Mary Jane is going to die, and maybe he brings Spider-Man with him into the future where he meets none other than Spider-Man 2099! What do you think?

Bill Tucciarone
365 Scott Street
Hubbard, OH 44425

Well, now we know Kaine is not from the future, but as previously stated, the Spidey/ Spidey 2099 crossover is indeed coming up. Boy, you guys really do want to see this, don't you?

Dear Spider-Guys,

I have just read WEB #126. I have to admit this issue exceeded my expectations. I found the artwork by Roy Burdine different from anything else I've seen this month (in a good way, of course!). But where are all the really awesome Spidey villains in recent months? How about having Venom or Carnage show up in an issue?

Thank you and until you get your butts kicked by DC (never happen!), Make Mine Marvel!

Mark Diehl
122 Shady Hill Drive
Chalfont, PA 18914

Mark, we thought Roy did a bang-up job with issue #126 also. We trust you caught his work on the monumental SPIDER-MAN: MAXIMUM CLONAGE: OMEGA!

As for Venom and Carnage, we love 'em too, but we want to make sure their appearances are always special events. They'll show up when we know we have a really cool story for them to be in. Actually, without giving too much away, there's a VENOM limited series coming up that we're confident will satisfy your wall-crawler/symbiote craving! And Carnage actually did play a role in "The Trial" in ASM #403.

NEXT WEEK: It's AMAZING SCARLET SPIDER #1, by DeFalco, Bagley and Mahlstedt! "Virtual Mortality" continues, as we learn more about Ock's plans, Ben's new job begins, Scarlet faces death and madness in cyberspace, and the high-tech gang war heats up! And who is Jason Tso's mysterious benefactor? It's more history-making adventure as you like it!

THERE'S A NEW WEB-SLINGER IN TOWN!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

#1
NOV
\$1.50 US
\$2.05 CAN
MARVEL
SPIDER-MAN
GROUP

THE AMAZING SCARLET SPIDER



VIRTUAL MORTALITY
PART 2 OF 4

ONCE HE WAS **PETER PARKER**, A STUDENT WHO, AFTER BEING BITTEN BY A RADIOACTIVE SPIDER, BECAME THE **AMAZING SPIDER-MAN**! NOW, AFTER FIVE YEARS OF WANDERING AMERICA, BELIEVING HIMSELF TO BE A CLONE OF PARKER, HE HAS RETURNED AS **BEN REILLY**, AND IS READY TO RESUME HIS CRUSADE TO PROTECT THE INNOCENT AND BATTLE EVIL, IN A NEW COSTUMED IDENTITY...**STAN LEE PRESENTS: THE SCARLET SPIDER!**





TEAM LEADER,
REPORTING TO DOCTOR
OCTOPUS FROM SATELLITE
BASE GAMMA! WE NEED
BACK-UP!!

THE INFILTRATORS
HAVE GOT US PINNED DOWN!
THEY'RE KILLING US!!

ARRGHH!

F-ZAM!



THAT IS NOT
MY PRIMARY CON-
CERN, TEAM LEADER.
MY WONDERFUL EQUIP-
MENT *MUSTN'T* FALL
INTO THE HANDS OF MY
COMPETITORS.

YOUR
ATTACKERS
...ARE THEY
PRESENT
WITHIN THE
LABORATORY
?

AFFIRMATIVE,
DOCTOR!! REQUEST
PERMISSION TO
ABANDON
THIS BASE--
IMMEDIATELY!!

NEGATIVE,
TEAM LEADER.
I PROTECT
THAT WHICH IS
MINE--

--AND I
NEVER RUN
FROM A
FIGHT.

M-5
DESTRUCT

KLIK!

STAN LEE
PRESENTS:

VIOLATED BY THE VIRTUAL

VIRTUAL MORTALITY PART 2

TOM DEFALCO • plot MIKE LACKEY • script
MARK BAGLEY • pencils LARRY MAHLSTEDT • inks
BOB SHAREN • colors MALIBU COMPUTER COLOR • seps
BILL OAKLEY • letters BOB BUDJANSKY • editor in chief

IT'S STILL
HARD TO
BELIEVE THAT
I'M **REALLY**
THE CITY'S ONLY
RESIDENT WEB-
SWINGER.

TALK ABOUT
A **DREAM** COME
TRUE...! FOR FIVE
LONG YEARS I'VE
WAITED FOR THIS
MOMENT TO COME--
BUT AM I **READY**
FOR IT?!?

LET'S SEE...
WORD HAS IT
DOWN ON THE
STREET THAT THE
NEW DOCTOR
OCTOPUS HAS A
HIDEOUT SOME-
WHERE IN THIS
NEIGHBORHOOD.

I
WONDER
WHERE
IT COULD
BE?

KA-BLAM!



GOOD LORD!
SOMEONE'S
BLOWN UP
THIS ENTIRE
BUILDING!!

WHAT A
DISASTER
AREA!! WHAT
COULD HAVE
POSSIBLY
CAUSED SO MUCH
DESTRUCTION
?!?

KEEP A COOL
HEAD NOW, REILLY.
THINGS COULD BE
PRETTY GORY DOWN
THERE. IF YOU'RE GOING
TO BE A HERO, THIS IS A
GOOD TIME TO START!

CAN HARDLY SEE
THROUGH ALL THIS
SMOKE--I'LL HAVE TO
RELY ON MY SPIDER-SENSE
TO GUIDE ME!

uh-oh!
SPIDER-
SENSE!!

SPA-ZAM!

BETTER
JUMP!!

I'M IN LUCK--
SURVIVORS!!
MAYBE THEY
CAN TELL ME
WHAT
HAPPENED!

HEY!!
ARE YOU FOLKS
ALL RIGHT?
IS ANYBODY
HURT?

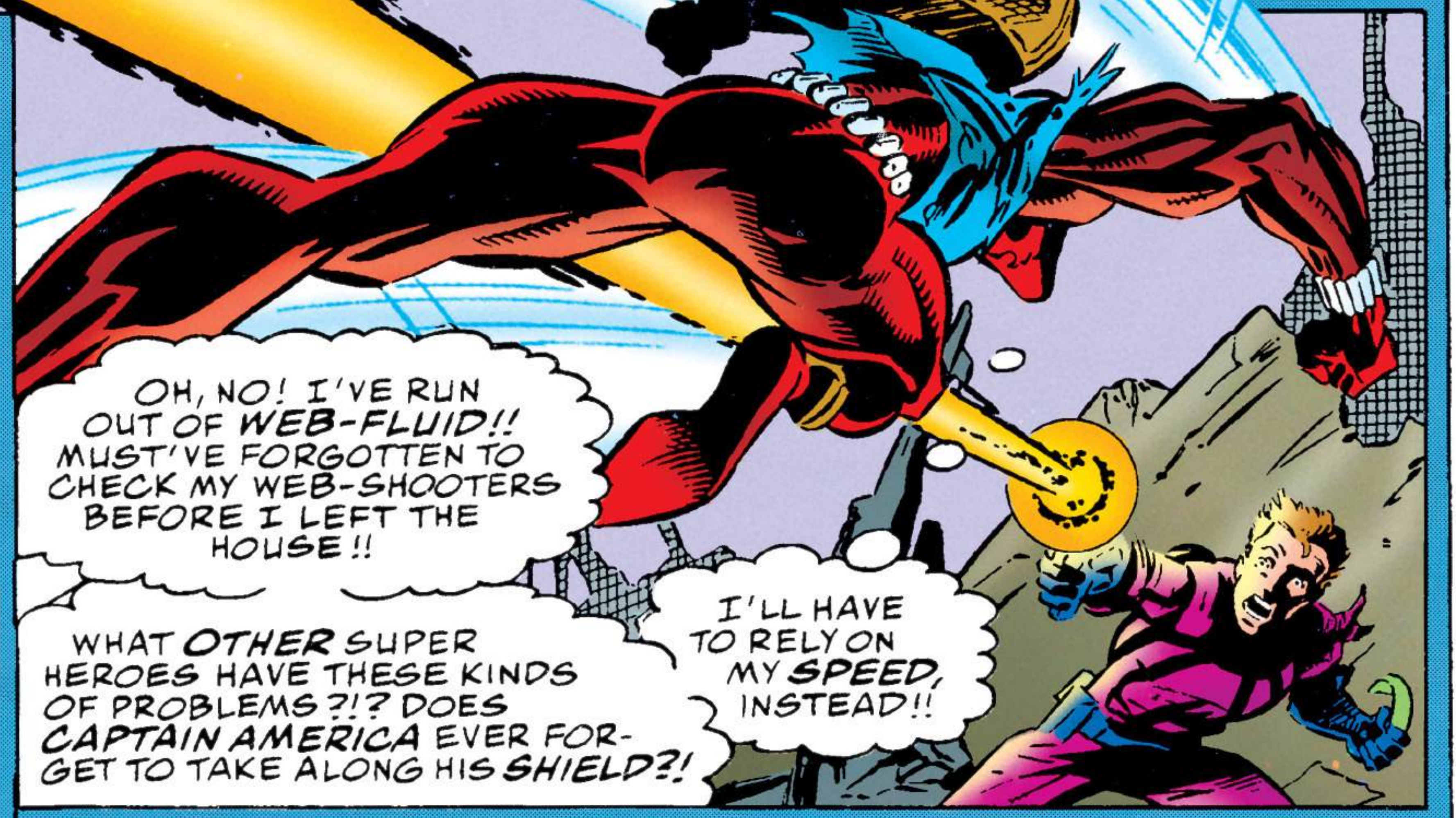
SOME
KIND OF
HI-TECH
ENERGY
WEAPON!
BUT--
WHY?!?

STAY
AWAY
FROM ME--
WHATEVER YOU
ARE!

NO WAY AM
I LETTING YOU GET
YOUR HANDS ON THIS!!
TOO MUCH BLOOD
HAS ALREADY BEEN
SPILLED!!

WHAT THE
HECK IS THIS
GUY TALKING
ABOUT?!

WAIT! HE'S
WEARING THE
UNIFORM OF DOCTOR
OCTOPUS'S HENCH-
MEN! COULD SHE
BE RESPONSIBLE
FOR ALL THIS?!?



OH, NO! I'VE RUN OUT OF WEB-FLUID!! MUST'VE FORGOTTEN TO CHECK MY WEB-SHOOTERS BEFORE I LEFT THE HOUSE!!

WHAT OTHER SUPER HEROES HAVE THESE KINDS OF PROBLEMS?? DOES CAPTAIN AMERICA EVER FORGET TO TAKE ALONG HIS SHIELD?!

I'LL HAVE TO RELY ON MY *SPEED*, INSTEAD!!

I'LL JUST WEB HIM UP TIGHT AND DO A LITTLE INTERROGATION... SPIDER-STYLE!

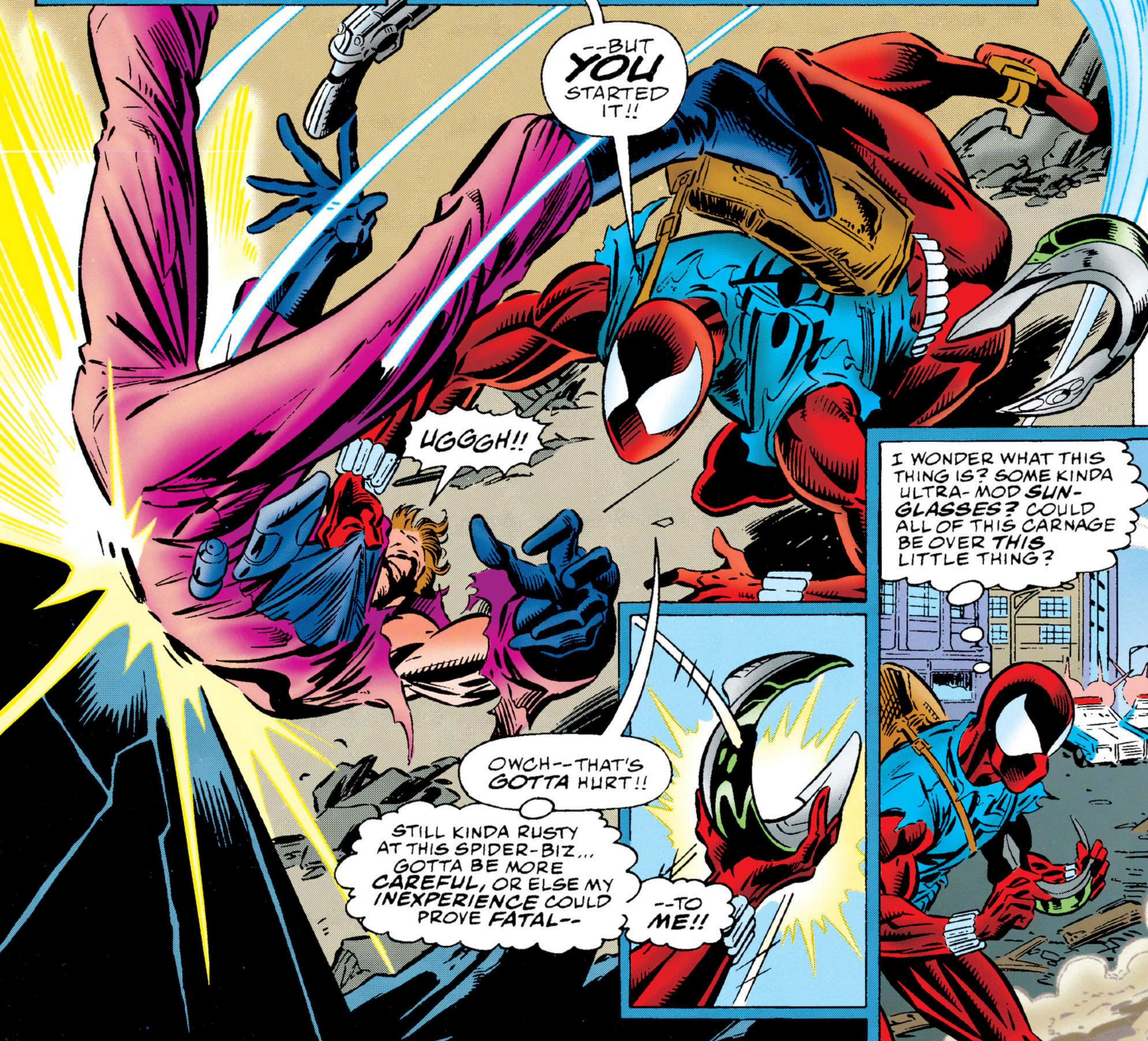
SPWITZ!



NO!! KEEP AWAY!!

SORRY, PAL--

--BUT **YOU** STARTED IT!!



UGGGH!!

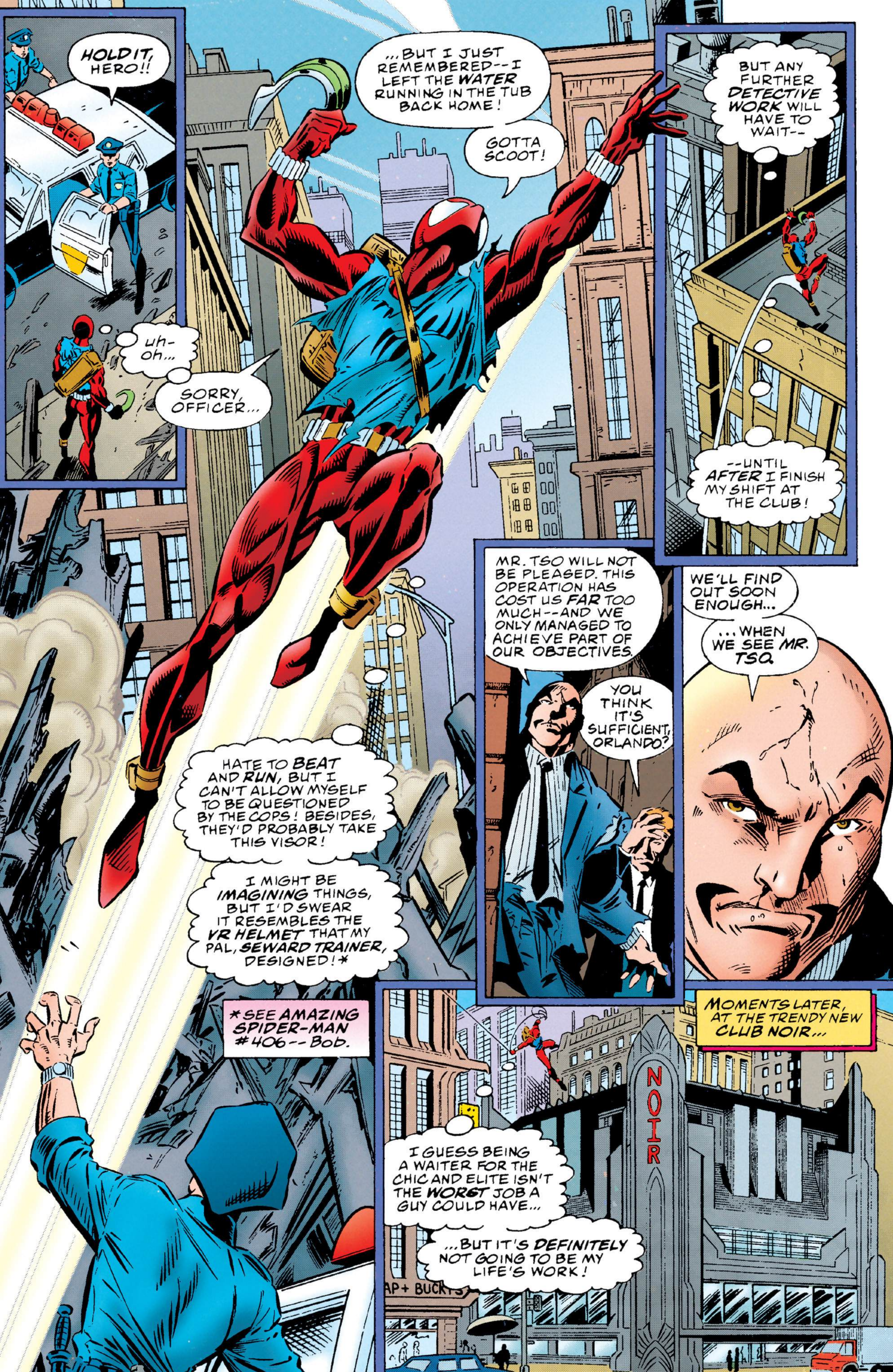
I WONDER WHAT THIS THING IS? SOME KINDA ULTRA-MOD SUN-GLASSES? COULD ALL OF THIS CARNAGE BE OVER THIS LITTLE THING?

OWCH--THAT'S GOTTA HURT!!

STILL KINDA RUSTY AT THIS SPIDER-BIZ... GOTTA BE MORE CAREFUL, OR ELSE MY INEXPERIENCE COULD PROVE FATAL--

--TO ME!!





HOLD IT, HERO!!

...BUT I JUST REMEMBERED--I LEFT THE WATER RUNNING IN THE TUB BACK HOME!

GOTTA SCOOT!

BUT ANY FURTHER DETECTIVE WORK WILL HAVE TO WAIT--

uh-oh...

SORRY, OFFICER...

--UNTIL AFTER I FINISH MY SHIFT AT THE CLUB!

MR. TSO WILL NOT BE PLEASED. THIS OPERATION HAS COST US FAR TOO MUCH--AND WE ONLY MANAGED TO ACHIEVE PART OF OUR OBJECTIVES.

YOU THINK IT'S SUFFICIENT, ORLANDO?

WE'LL FIND OUT SOON ENOUGH...

...WHEN WE SEE MR. TSO.

HATE TO BEAT AND RUN, BUT I CAN'T ALLOW MYSELF TO BE QUESTIONED BY THE COPS! BESIDES, THEY'D PROBABLY TAKE THIS VISOR!

I MIGHT BE IMAGINING THINGS, BUT I'D SWEAR IT RESEMBLES THE VR HELMET THAT MY PAL, SEWARD TRAINER, DESIGNED!*

*SEE AMAZING SPIDER-MAN #406--Bob.

MOMENTS LATER, AT THE TRENDY NEW CLUB NOIR...

I GUESS BEING A WAITER FOR THE CHIC AND ELITE ISN'T THE WORST JOB A GUY COULD HAVE...

...BUT IT'S DEFINITELY NOT GOING TO BE MY LIFE'S WORK!

NOIR

DUCKING INTO A CONVENIENT DARK ALLEY, THE SCARLET SPIDER QUICKLY CHANGES INTO HIS CIVILIAN IDENTITY OF BEN REILLY.

STILL, IT SHOULD BE ENOUGH FOR ME TO SAVE A LITTLE CASH SO I CAN SET UP A NEW LIFE FOR MYSELF!

AND IF I CAN ACTUALLY GET THE HANG OF THIS WAITER THING--

--MAYBE THEY'LL MOVE ME OFF THE LUNCH SHIFT TO DINNERS, WHERE I CAN MAKE THE BIG TIPS!

Phew!... THAT SMOKE STAINED EVERYTHING IN MY DUFFEL BAG!! JUST MY LUCK... GUESS I'LL HAVE TO MAKE DO!

GREAT... IT'S THE MANAGER. THAT GUY DIDN'T WANT TO HIRE ME IN THE FIRST PLACE, AND NOW I'M COMING IN LATE.

YOU CALL THAT A BOLOGNESE SAUCE? WHY NOT JUST USE A JAR OF RAGU?!!

SORRY, SIR...

AND WHAT ARE YOU OTHER PEOPLE STANDING AROUND FOR?! GET TO WORK!!

sheesh... THIS GUY MAKES J. JONAH JAMESON LOOK LIKE A SAINT!! MAYBE I CAN SNEAK PAST HIM WHILE HE'S BUSY!

WHAT IS THAT SMELL? IS SOMETHING BURNING?!

BETTER GET BUSY... THEN AIR OUT THIS JACKET!

YES, MA'AM... I'LL SNIFF 'EM OUT FOR YOU.

MEANWHILE, IN DOCTOR OCTOPUS'S HEADQUARTERS...

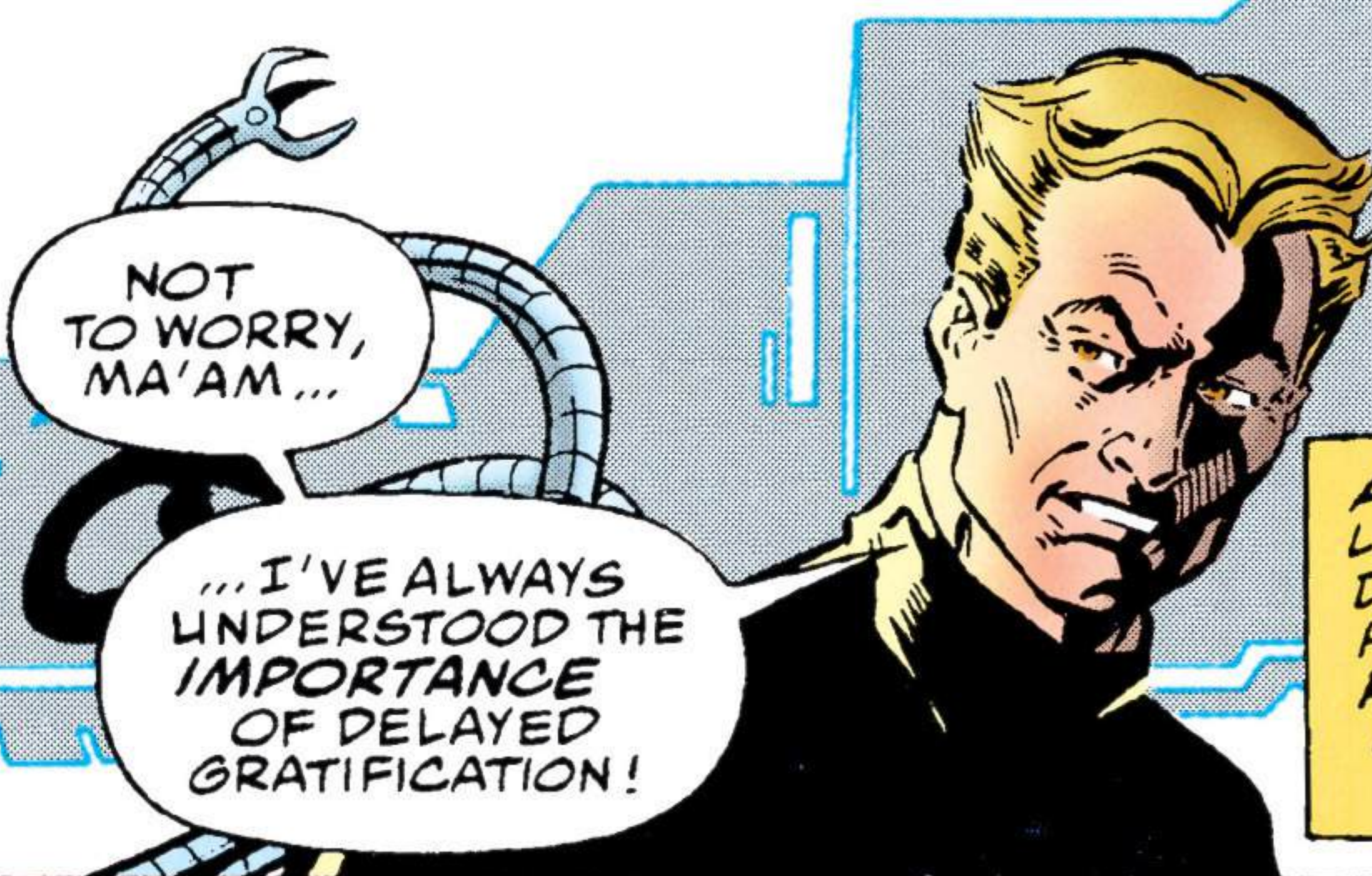
THE RAID ON MY LAB IS OUTRAGEOUS!! I WON'T TOLERATE SUCH AFFRONTS TO MY OPERATIONS OR PROPERTY!

I WANT YOU TO FIND OUT WHO WAS BEHIND IT, WADE. DO A GOOD JOB, AND YOU'LL BE AMPLY REWARDED.

EXCELLENT. BUT TAKE NO RETALIATORY ACTION AGAINST OUR AGGRESSORS...



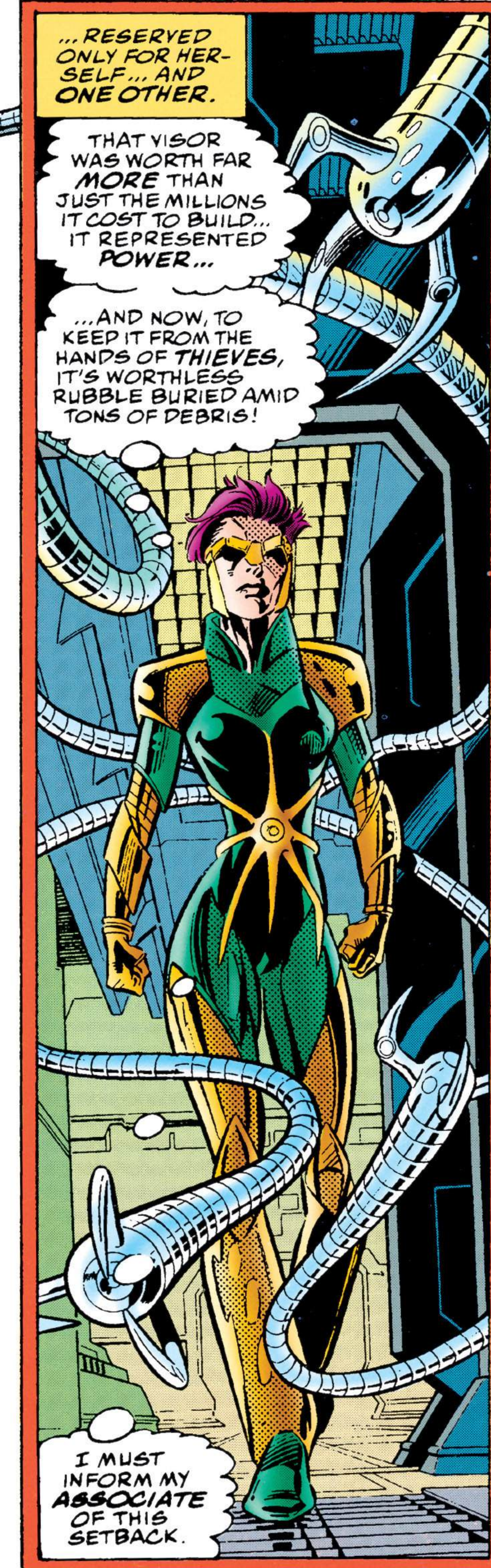
...THAT PARTICULAR PLEASURE IS RESERVED FOR ME-- AND ME ALONE!!



NOT TO WORRY, MA'AM...

...I'VE ALWAYS UNDERSTOOD THE IMPORTANCE OF DELAYED GRATIFICATION!

AND ONCE HER LACKEY HAS GONE, DOCTOR OCTOPUS HEADS TOWARD A RESTRICTED PORTION OF HER BASE...

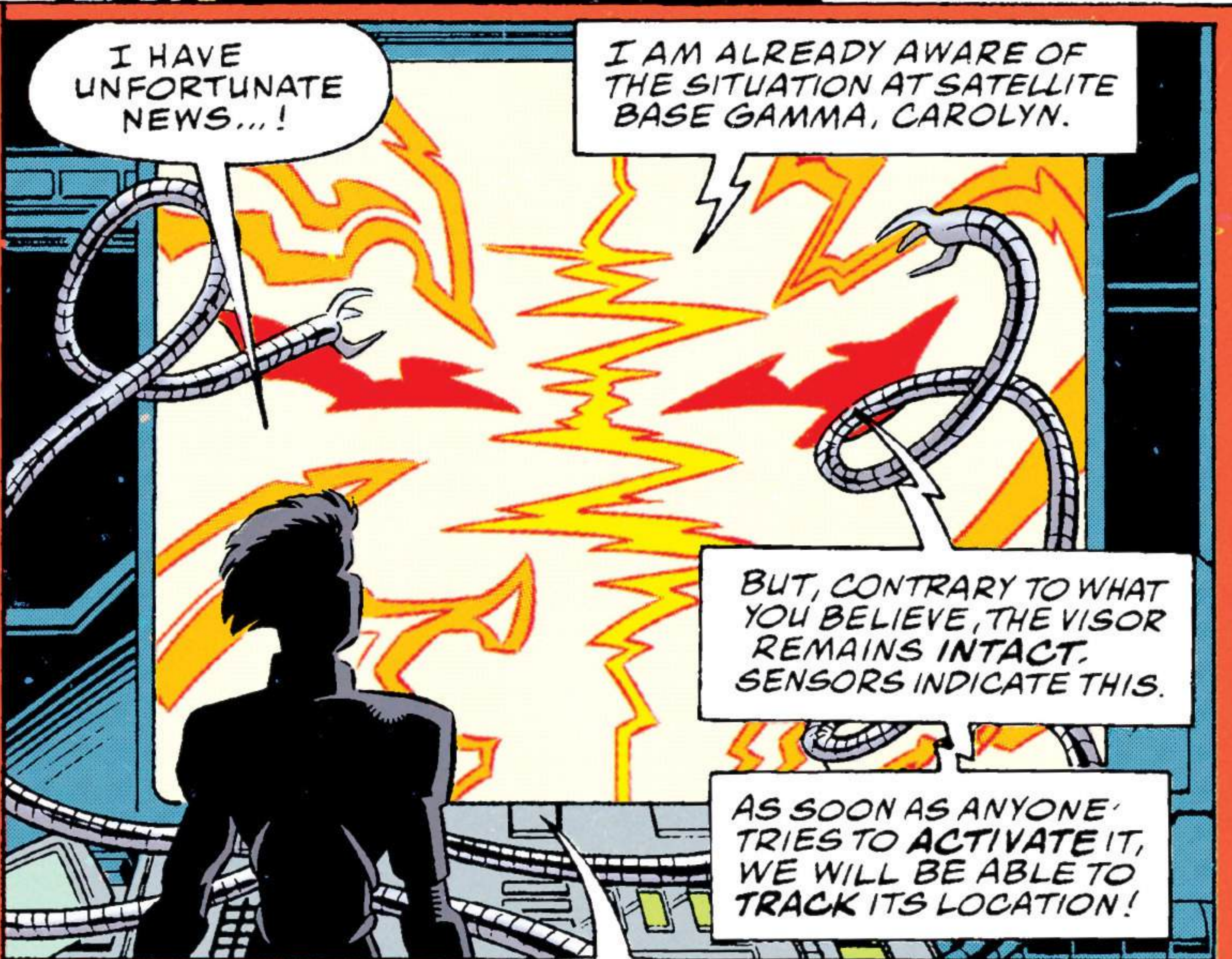


...RESERVED ONLY FOR HERSELF... AND ONE OTHER.

THAT VISOR WAS WORTH FAR MORE THAN JUST THE MILLIONS IT COST TO BUILD... IT REPRESENTED POWER...

...AND NOW, TO KEEP IT FROM THE HANDS OF THIEVES, IT'S WORTHLESS RUBBLE BURIED AMID TONS OF DEBRIS!

I MUST INFORM MY ASSOCIATE OF THIS SETBACK.



I HAVE UNFORTUNATE NEWS...!

I AM ALREADY AWARE OF THE SITUATION AT SATELLITE BASE GAMMA, CAROLYN.

BUT, CONTRARY TO WHAT YOU BELIEVE, THE VISOR REMAINS INTACT. SENSORS INDICATE THIS.

AS SOON AS ANYONE TRIES TO ACTIVATE IT, WE WILL BE ABLE TO TRACK ITS LOCATION!

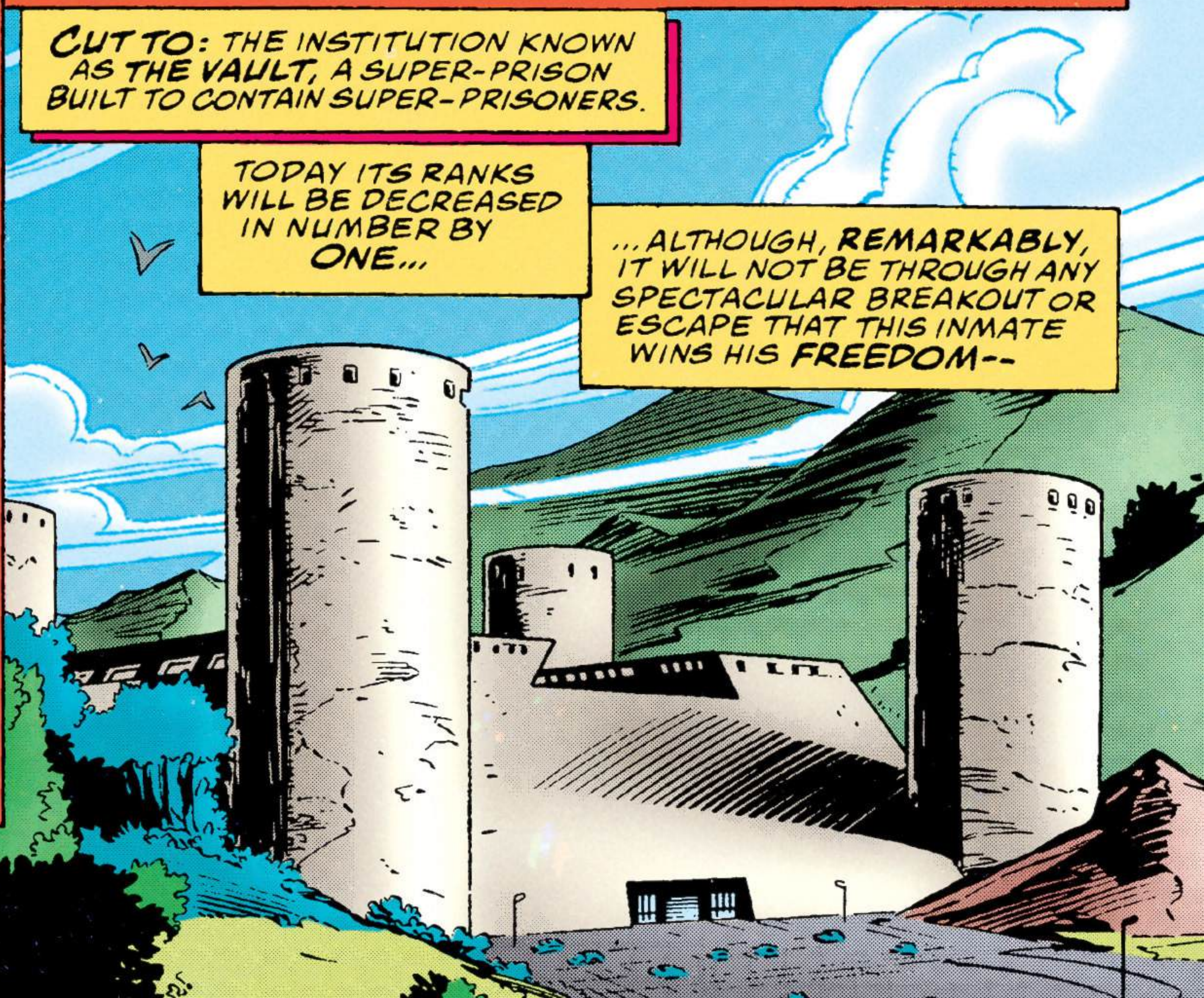
THAT'S FANTASTIC! HAVE YOU ANY OTHER GOOD NEWS?

AS A MATTER OF FACT-- I DO.

CUT TO: THE INSTITUTION KNOWN AS THE VAULT, A SUPER-PRISON BUILT TO CONTAIN SUPER-PRISONERS.

TODAY ITS RANKS WILL BE DECREASED IN NUMBER BY ONE...

...ALTHOUGH, REMARKABLY, IT WILL NOT BE THROUGH ANY SPECTACULAR BREAKOUT OR ESCAPE THAT THIS INMATE WINS HIS FREEDOM--



--BUT, RATHER, THROUGH THE FULFILLMENT OF HIS SENTENCE.

KEEP YOUR NOSE CLEAN THIS TIME, FESTER--BIG BROTHER IS WATCHING!

YEAH, YEAH. THE LAST THING I WANT TO DO IS WIND UP BACK HERE AGAIN!

"YOU SEE, CAROLYN, THE INTERNET OFFERS MANY PERKS TO ONE SUCH AS I--SUCH AS UNLIMITED ACCESS TO GOVERNMENT FILES.

"IT ISN'T BY ACCIDENT THAT THE VAULT IS SUBJECT TO EXTREME SCRUTINY... PARTICULARLY ITS FILES PERTAINING TO PENDING RELEASES.

"TAKE NORTON G. FESTER, FOR EXAMPLE. FORMERLY A TWO-TIME LOSER WHO GAINED ENHANCED STRENGTH AND AGILITY FROM EXPOSURE TO A RADIOACTIVE METEOR, AND SQUANDERED HIS POWERS AS A LOW-LEVEL THIEF NAMED THE LOOTER." *

"ALREADY STEPS HAVE BEEN TAKEN TO RECRUIT HIM INTO THE NETWORK."

WATCH IT, JERK!! WHAT ARE YOU TRYING TO DO?! RUN ME OVER?!

SCREEECH!

*SEE THE CLASSIC ASM #36-- BOB.

YOU NORTON G. FESTER?

WHO WANTS TO KNOW?

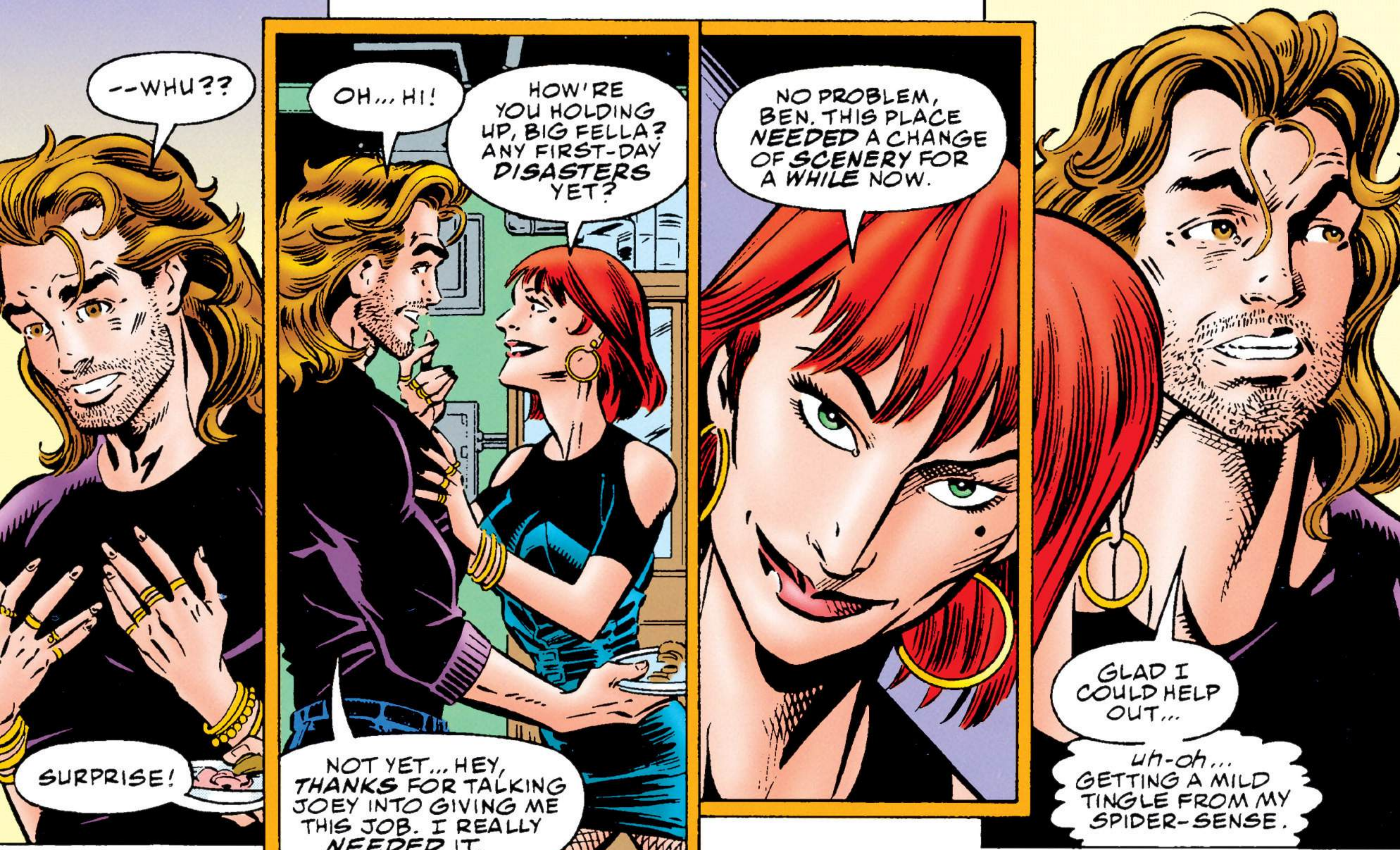
NOBODY SPECIAL--JUST A COUPLE O' DEAD PRESIDENTS.

YOU'VE GOT MY ATTENTION.

"THE REASONS WHY WILL MAKE THEMSELVES KNOWN SOON ENOUGH."

MEANWHILE, BACK IN NEW YORK, BEN REILLY JUGGLES LUNCH ORDERS AND DIRTY DISHES.

THIS IS MORE WORK THAN I THOUGHT--



--WHU??

OH... HI!

HOW'RE YOU HOLDING UP, BIG FELLA? ANY FIRST-DAY DISASTERS YET?

NO PROBLEM, BEN. THIS PLACE NEEDED A CHANGE OF SCENERY FOR A WHILE NOW.

SURPRISE!

NOT YET... HEY, THANKS FOR TALKING JOEY INTO GIVING ME THIS JOB. I REALLY NEEDED IT.

GLAD I COULD HELP OUT...

UH-OH... GETTING A MILD TINGLE FROM MY SPIDER-SENSE.



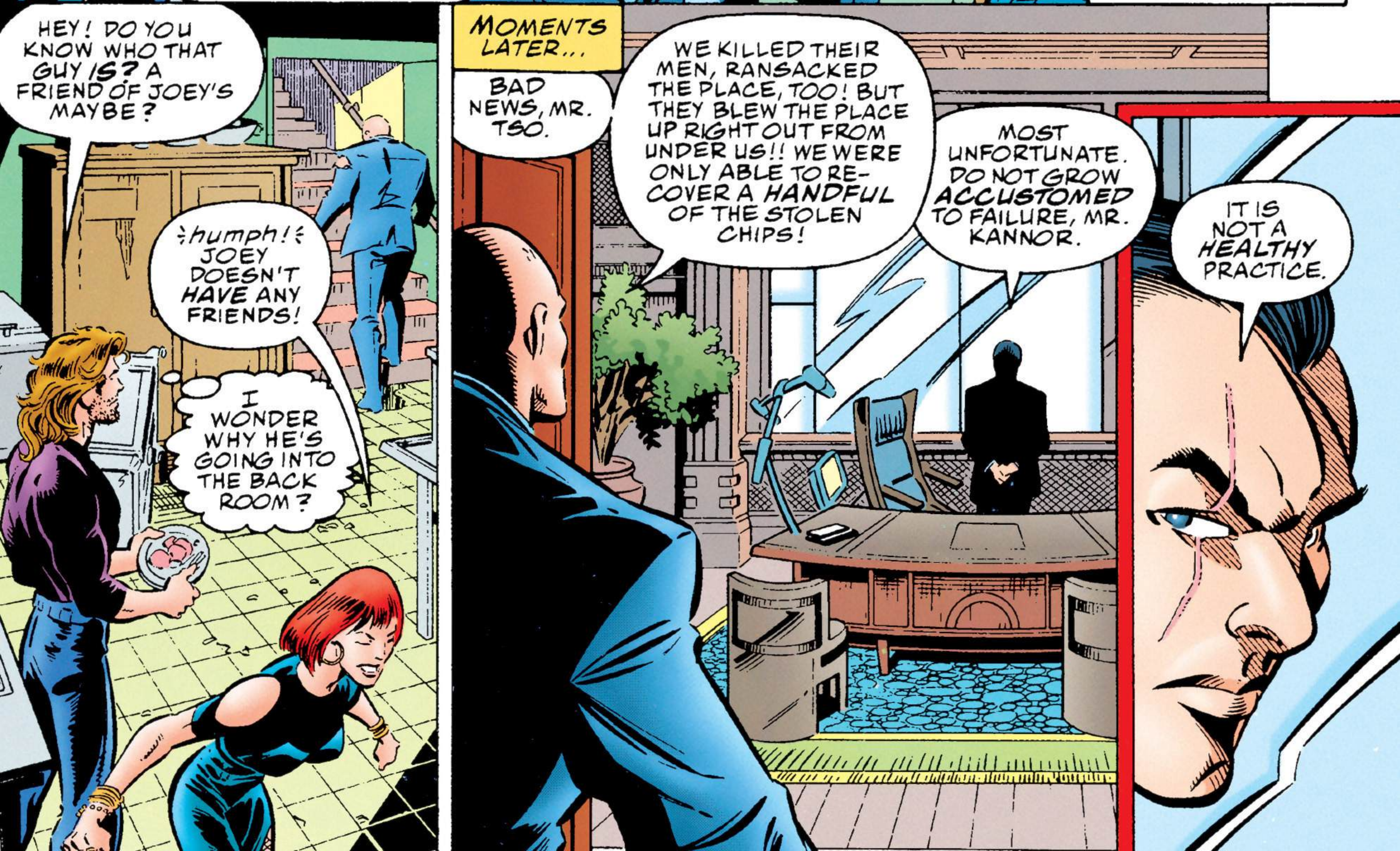
HEY! IT'S THAT GUY FROM THE COMPUTER CHIP BURGLARY!*

AND FROM THE LOOKS OF HIM WITH ALL THAT SOOT, HE MIGHT'VE BEEN AT THAT EXPLOSION EARLIER, TOO!

OUTTA MY WAY, WAGE-SLAVE.

BEN! YOU'RE NOT PAYING ATTENTION TO ME!

* SEE WEB OF SCARLET SPIDER #1-- Bob.



HEY! DO YOU KNOW WHO THAT GUY IS? A FRIEND OF JOEY'S MAYBE?

humpf!! JOEY DOESN'T HAVE ANY FRIENDS!

I WONDER WHY HE'S GOING INTO THE BACK ROOM?

MOMENTS LATER...

BAD NEWS, MR. TSO.

WE KILLED THEIR MEN, RANSACKED THE PLACE, TOO! BUT THEY BLEW THE PLACE UP RIGHT OUT FROM UNDER US!! WE WERE ONLY ABLE TO RECOVER A HANDFUL OF THE STOLEN CHIPS!

MOST UNFORTUNATE. DO NOT GROW ACCUSTOMED TO FAILURE, MR. KANNOR.

IT IS NOT A HEALTHY PRACTICE.



I ASSURE YOU, SIR... THE NEXT TIME WE CLASH WITH THE OCTOPUS GANG, WE'LL--

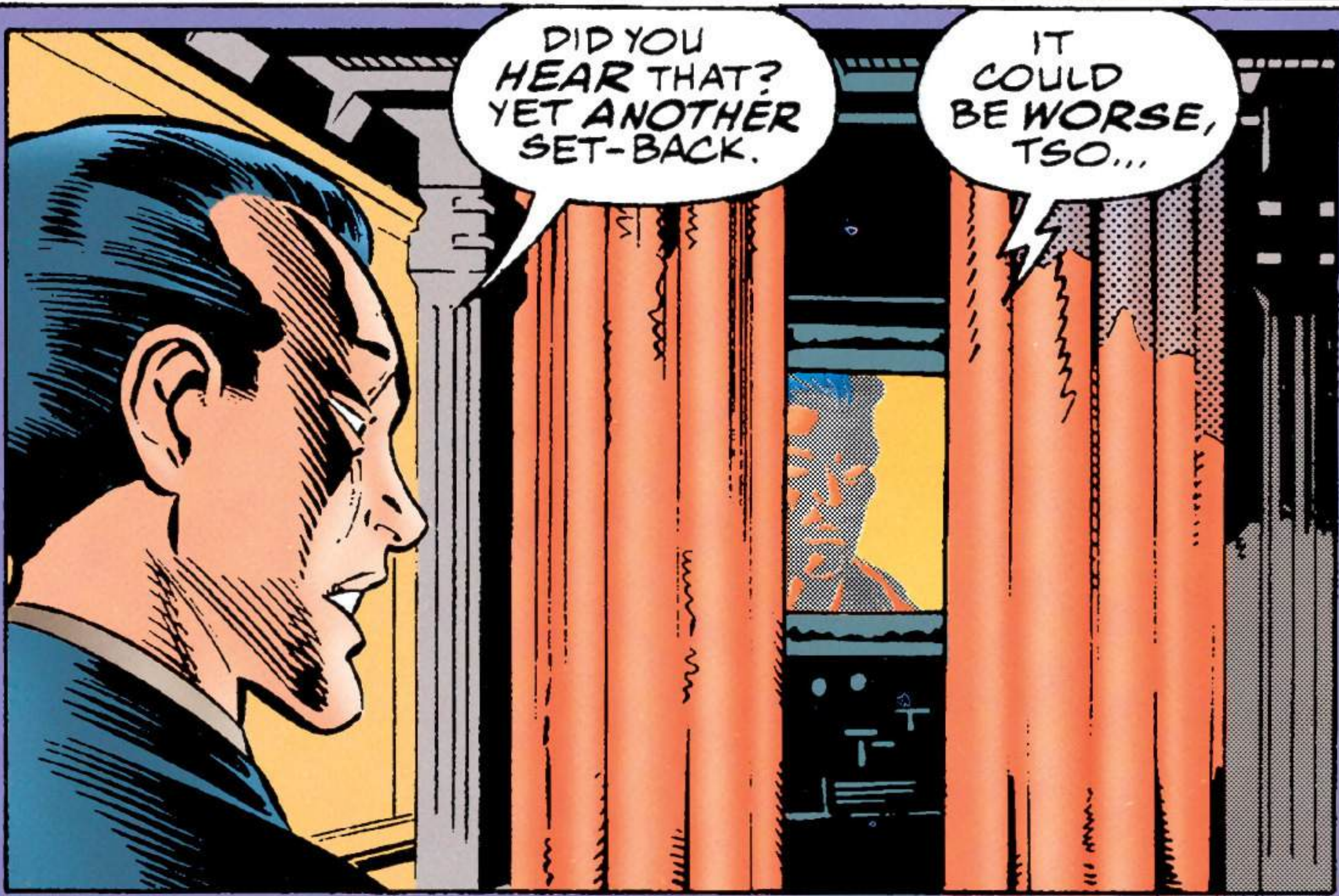
DO NOT MAKE PROMISES YOU CANNOT KEEP. YOU SHOULD CONSIDER YOUR POSITION WITH THIS ORGANIZATION TENUOUS AT BEST.

I ADVISE A RENEWED EFFORT ON YOUR PART.



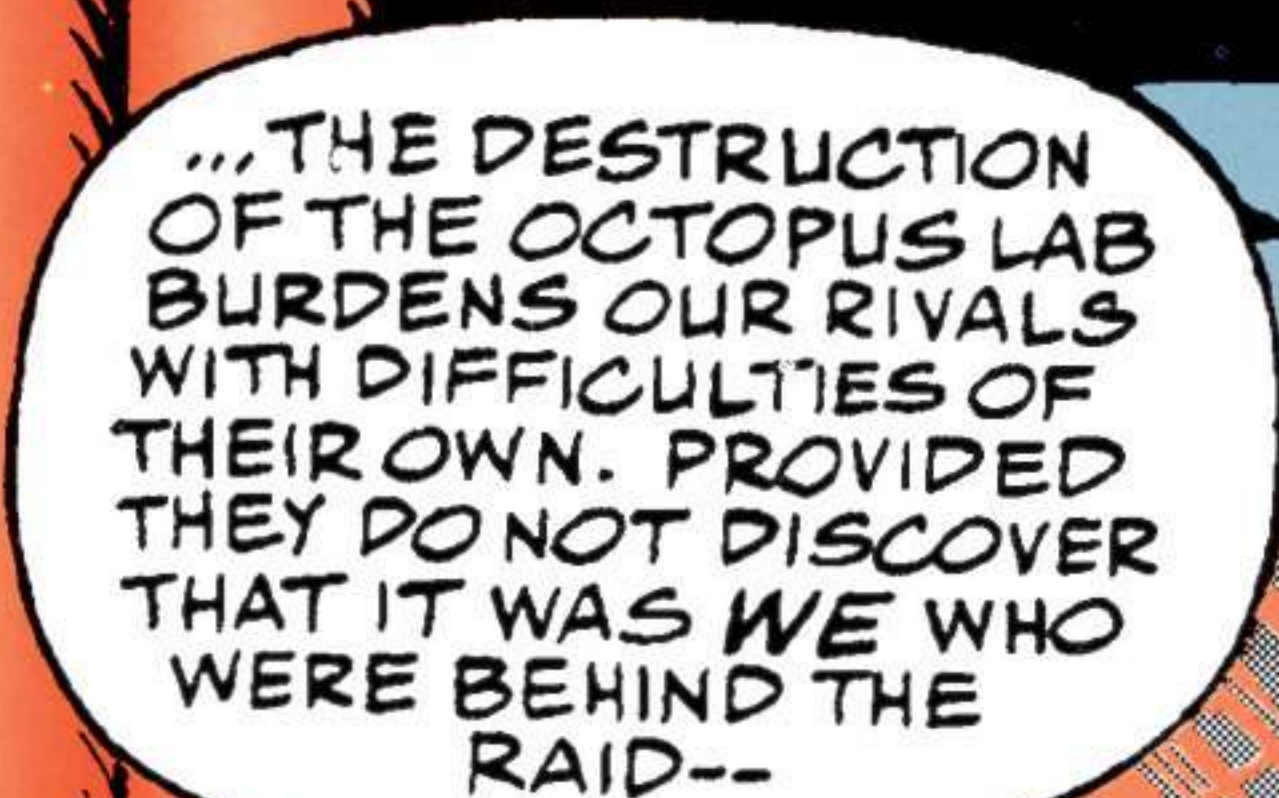
LEAVE THE CHIPS ON MY DESK. YOU ARE EXCLUDED.

YES, SIR... THANK YOU, SIR.



DID YOU HEAR THAT? YET ANOTHER SET-BACK.

IT COULD BE WORSE, TSO...



...THE DESTRUCTION OF THE OCTOPUS LAB BURDENS OUR RIVALS WITH DIFFICULTIES OF THEIR OWN. PROVIDED THEY DO NOT DISCOVER THAT IT WAS WE WHO WERE BEHIND THE RAID--

--THE DAY MAY YET BE OURS!

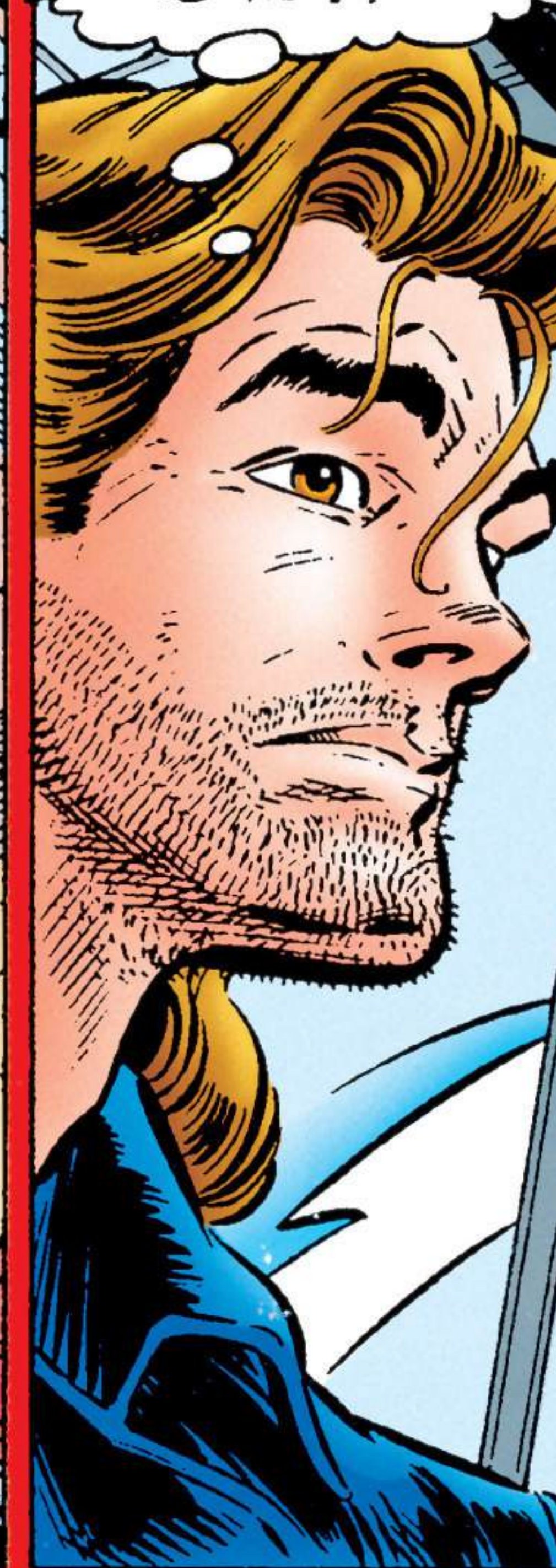
AND THOSE MICROCHIPS WILL BE PUT TO GOOD USE...

AND ON THAT OMINOUS NOTE, LET'S TURN BACK TO BEN REILLY, NOW LOADED DOWN WITH GROCERIES AFTER A PARTICULARLY HARD SHIFT...

IF I NEVER SEE ANOTHER BRILLO PAD, IT'LL BE TOO SOON.



STILL, A CASE OF DISHPAN HANDS IS NOTHING COMPARED TO THE SHOCK OF SEEING THAT BALD BRUISER CRUISING THROUGH THE KITCHEN. WHO IS HE??



I GUESS THAT'S A MYSTERY TO BE SOLVED ANOTHER DAY. RIGHT NOW, I'VE GOT OTHER PROBLEMS TO DEAL WITH.



I'VE BEEN SLEEPING ON SEWARD TRAINER'S COUCH FOR TOO LONG. THESE GROCERIES ARE ALL I CAN DO TO REPAY HIM!

HOLD THE ELEVATOR!



HEY--HOLD THE DOOR!!

HUH?! OH, SURE.



THANKS...HEY, ALL **DELIVERIES** ARE SUPPOSED TO GO THROUGH THE **SERVICE ELEVATOR**.

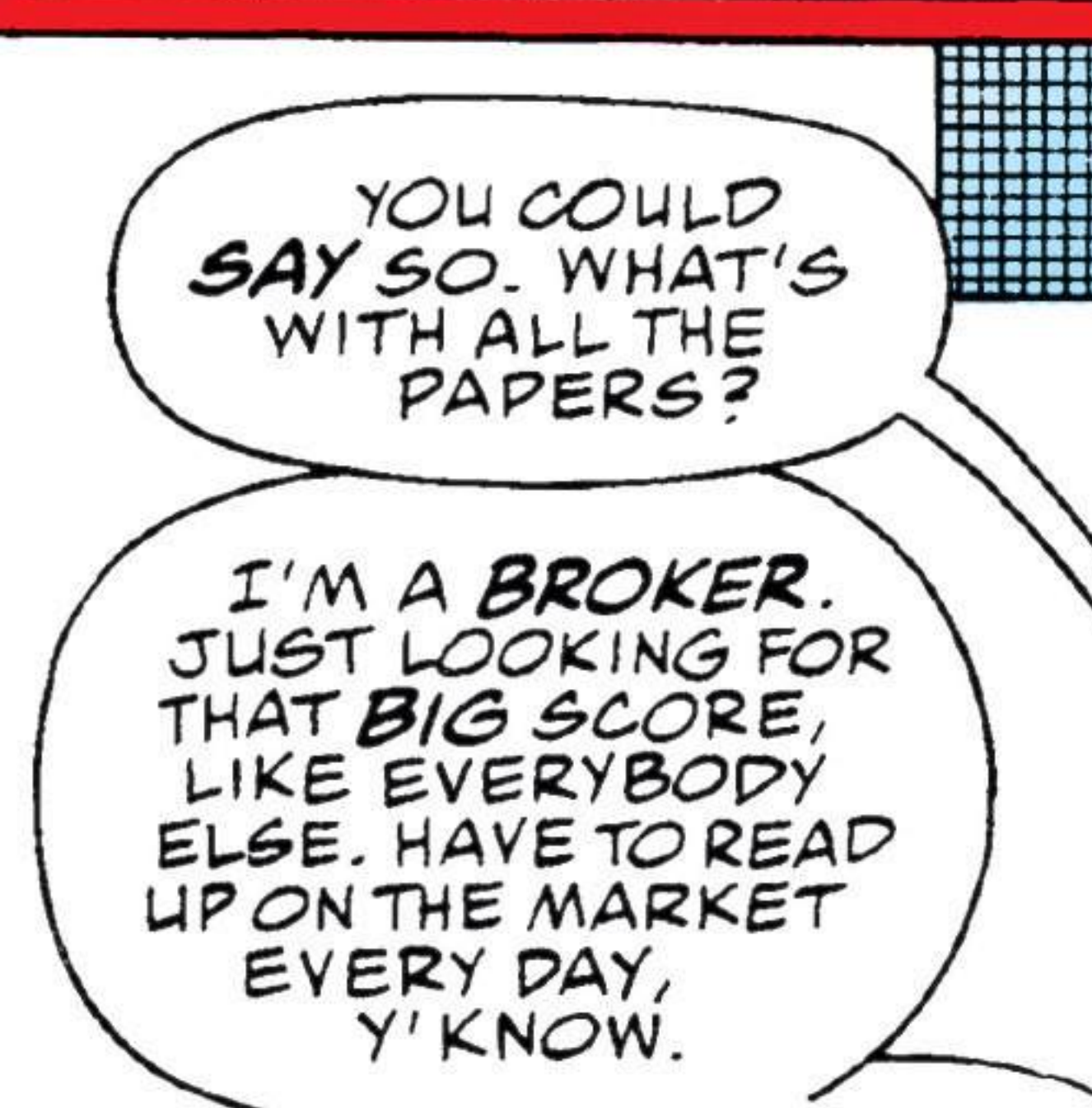
THAT'S OKAY... I LIVE HERE.

OH, GEEZ... I'M SORRY! I SAW THE **BAG**, AND--!



NO, REALLY... IT'S OKAY. I'M **BEN**.

I'M **CARRIE**... **CARRIE BRADLEY**. YOU MUST BE A NEW TENANT.



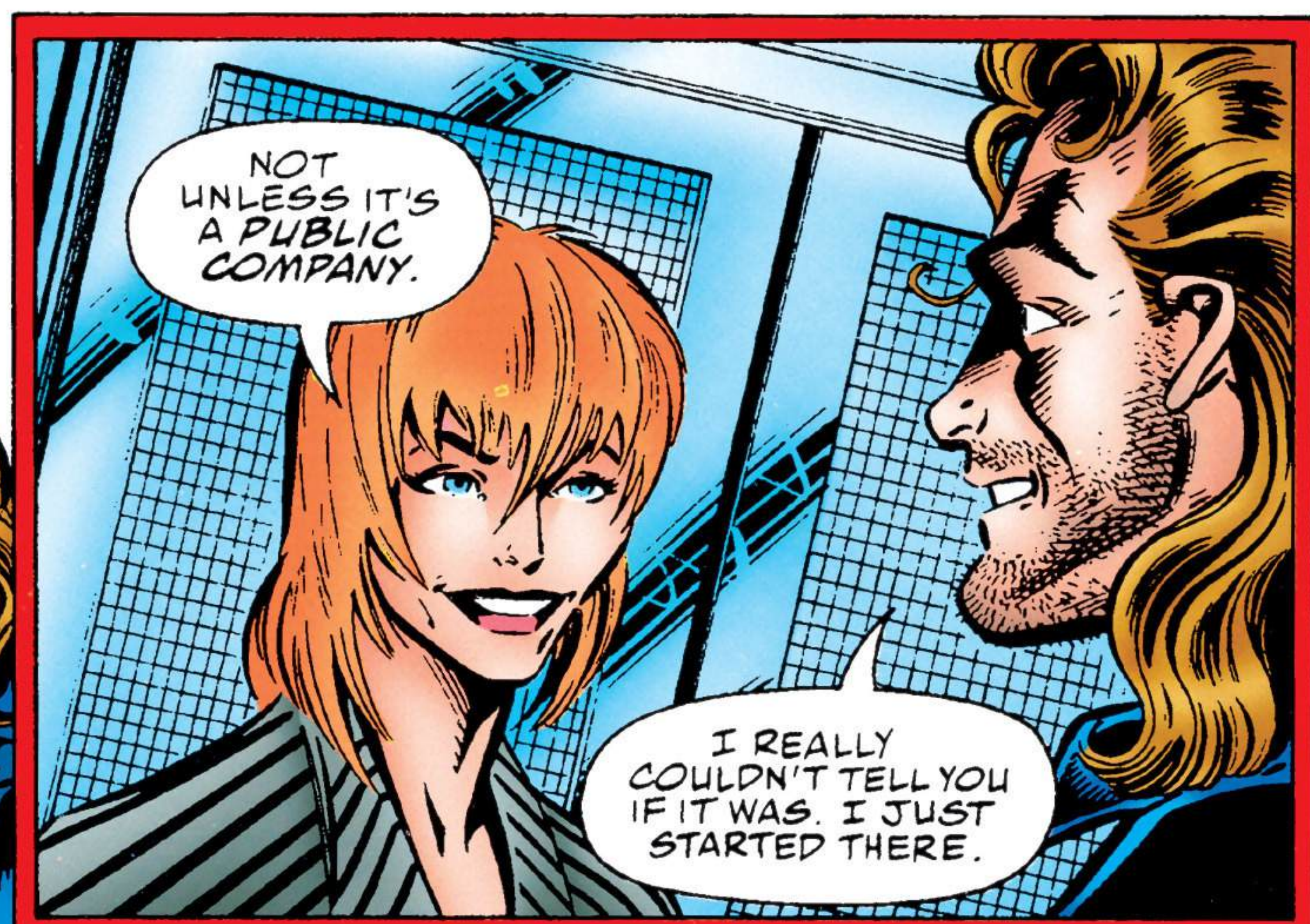
YOU COULD SAY SO. WHAT'S WITH ALL THE PAPERS?

I'M A **BROKER**. JUST LOOKING FOR THAT **BIG SCORE**, LIKE EVERYBODY ELSE. HAVE TO READ UP ON THE MARKET EVERY DAY, Y'KNOW.



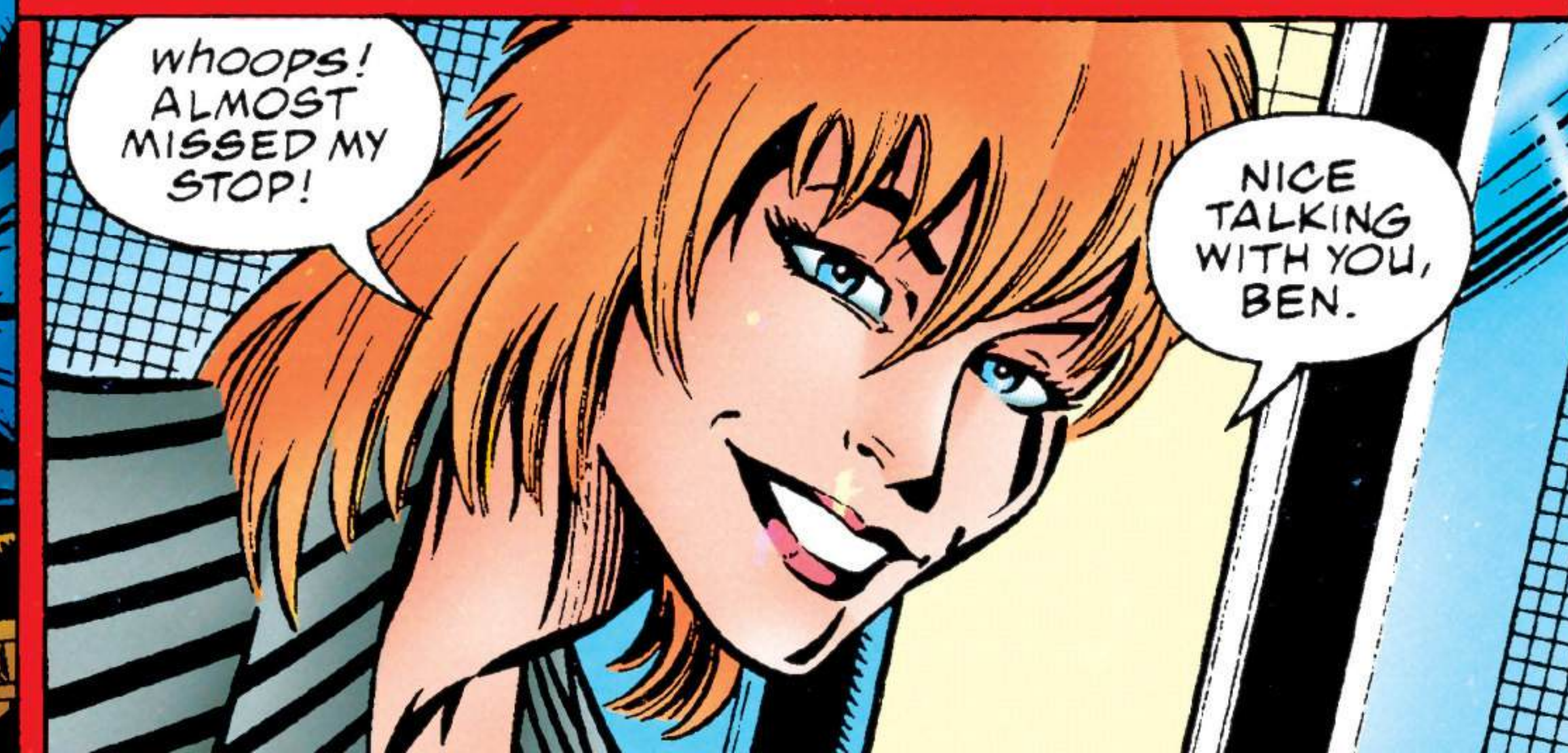
WHERE DO YOU WORK?

I WAIT-- UM, WORK AT **CLUB NOIR**. MAYBE YOU'VE HEARD OF IT?



NOT UNLESS IT'S A **PUBLIC COMPANY**.

I REALLY COULDN'T TELL YOU IF IT WAS. I JUST STARTED THERE.



whoops! ALMOST MISSED MY STOP!

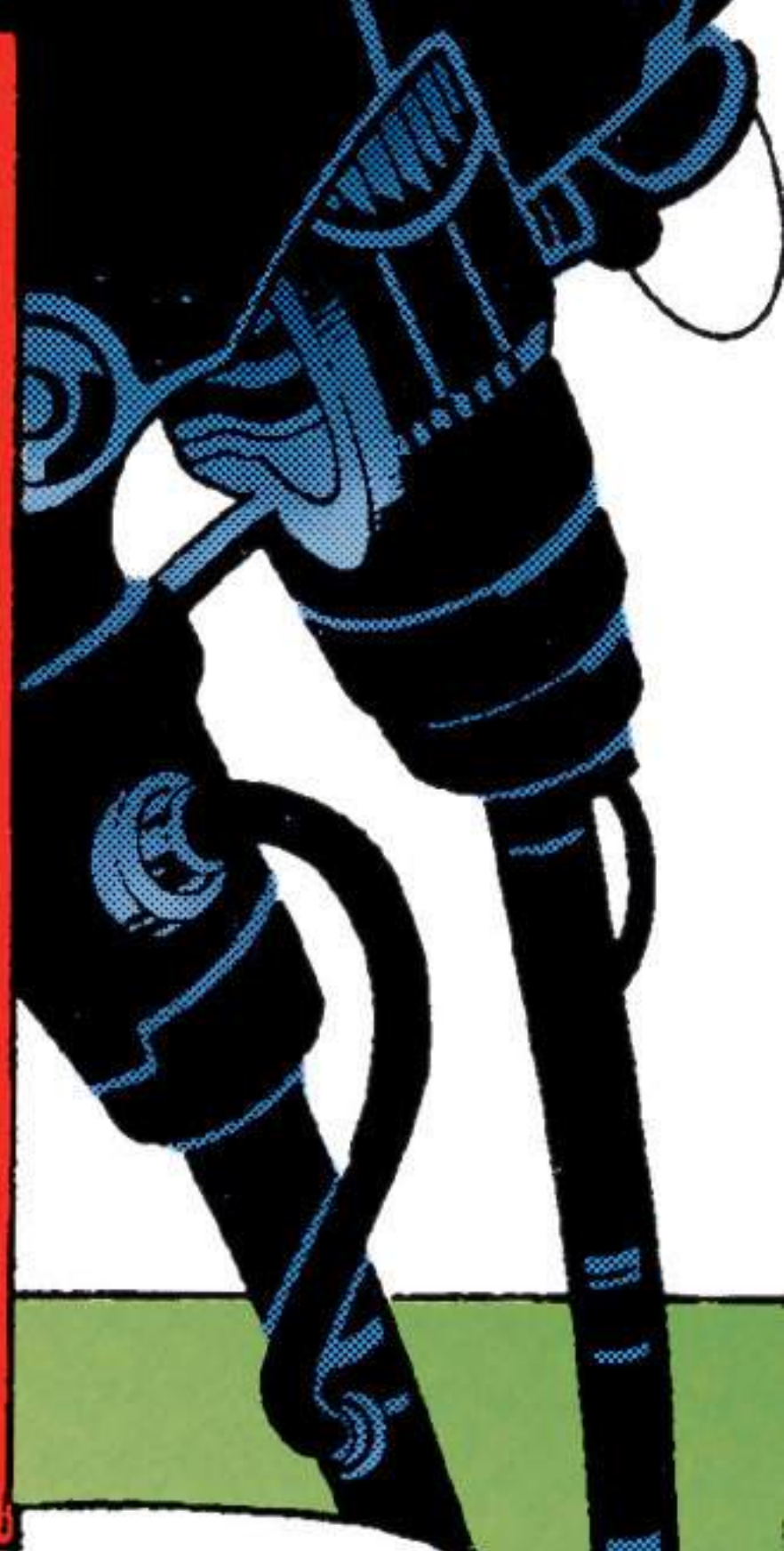
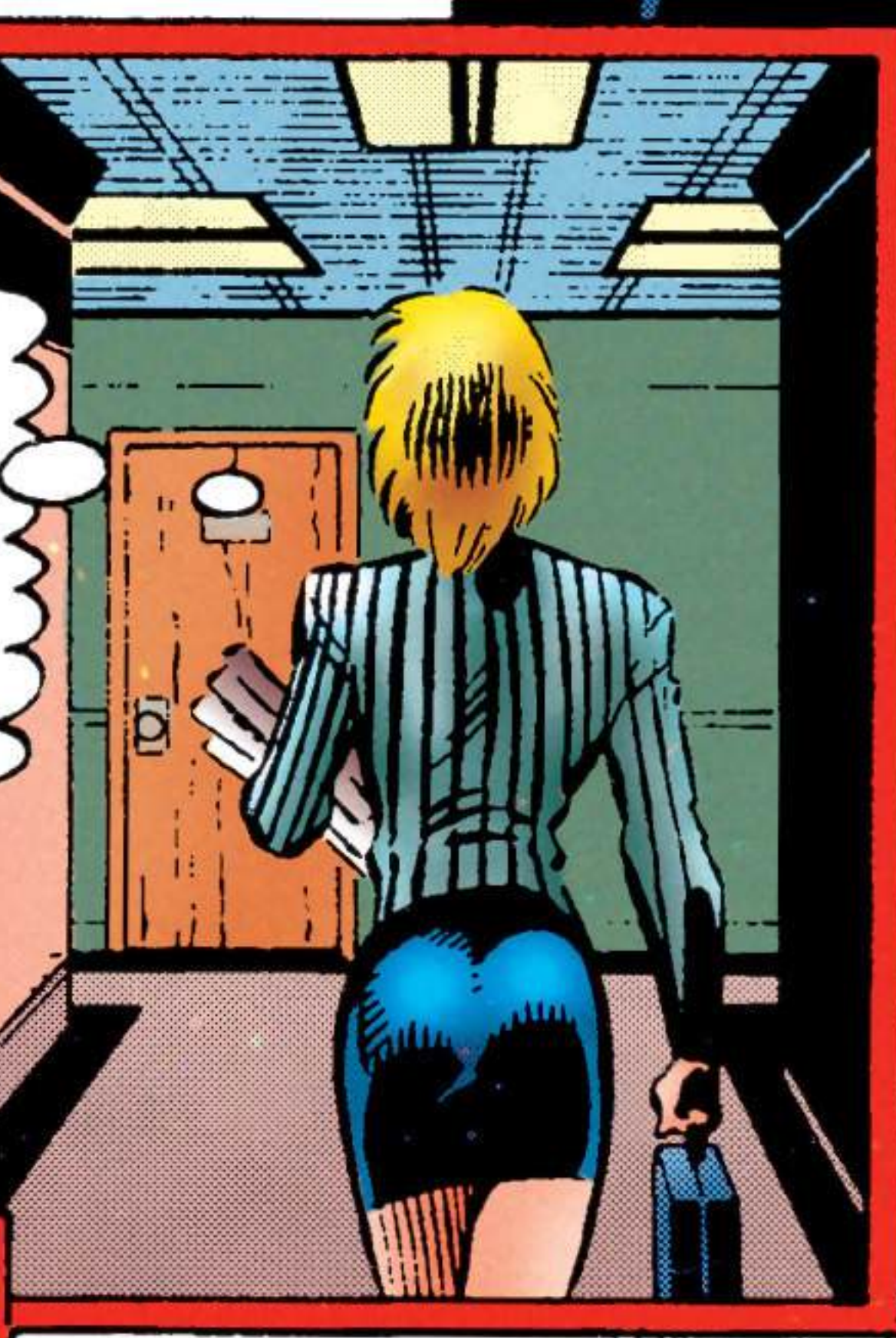
NICE TALKING WITH YOU, **BEN**.



NICE GIRL...
MAYBE I
SHOULDN'T BE
IN SUCH A
HURRY TO
MOVE OUT.

NICE GUY...
HE SURE
DOESN'T
LOOK LIKE
THE TYPICAL
STUFFED SHIRT
THAT LIVES IN
THIS BUILDING...

...WHICH
MAY NOT BE
SUCH A BAD
THING...



HELLO,
SEWARD?
ARE YOU
HOME?

HI,
BEN...
WHAT'S
UP?

I'VE GOT
SOME-
THING
TO **SHOW**
YOU.



THERE WAS
SOME FRACAS
DOWNTOWN
BETWEEN THE
OCTOPUS GANG
AND SOME
OTHER GUYS...
I THINK IT WAS
OVER **THIS**.



BEN! DO
YOU KNOW
WHAT THAT
IS?!

NOT REALLY. I WAS HOPING YOU
COULD TELL ME. I MEAN, IT LOOKS
LIKE THE VR HELMET YOU DEVISED
A WHILE AGO, BUT--

THIS IS A RADICAL
ADVANCEMENT ON ANY-
THING I'VE EVER SEEN IN
VR TECHNOLOGY! COMPARING
MY HELMET TO THIS IS LIKE
COMPARING A TRICYCLE TO
A HARLEY DAVIDSON.



WHOEVER
BUILT THIS WAS
**GOOD--REAL
GOOD.**



I CAN'T WAIT TO TEST IT!

I DUNNO,
SEWARD. ARE
YOU SURE IT'S
SAFE? MAYBE
I SHOULD--

DON'T BE
SILLY, BEN. I
HAVE **MUCH**
MORE EXPERIENCE
IN VIRTUAL
REALITY.



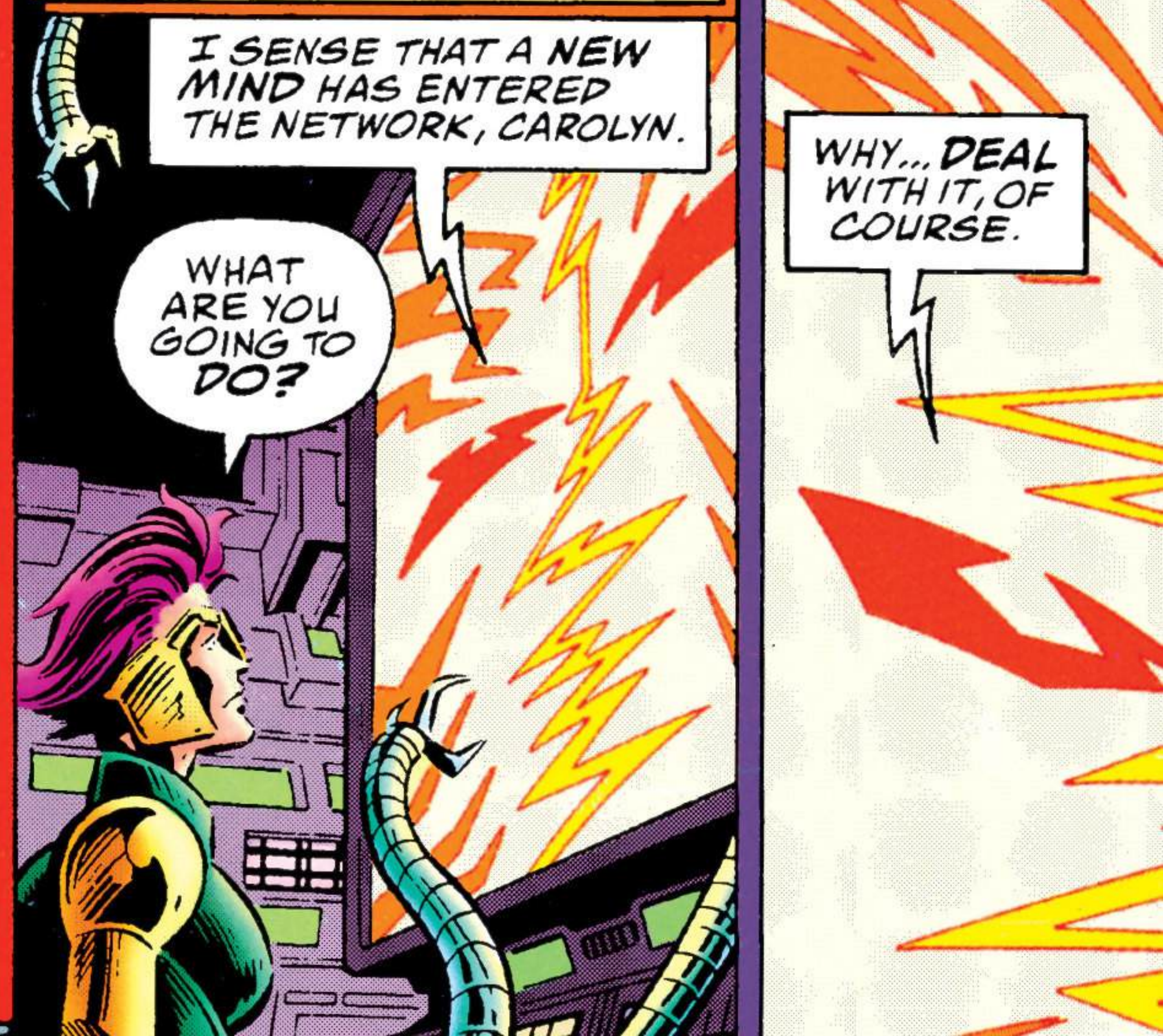
I'LL BE
OKAY.

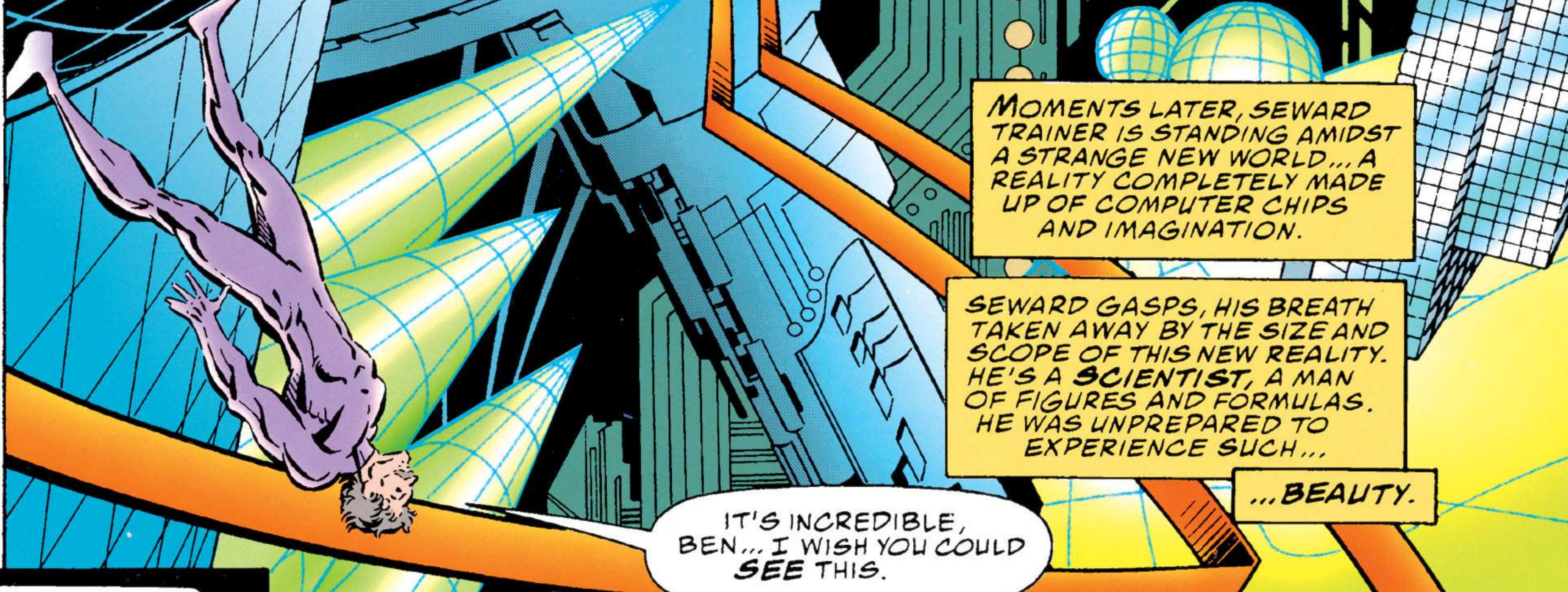
BUT PERHAPS THE AMBITIOUS
SCIENTIST HAS SPOKEN TOO
SOON...

I SENSE THAT A NEW
MIND HAS ENTERED
THE NETWORK, CAROLYN.

WHAT
ARE YOU
GOING TO
DO?

WHY... **DEAL**
WITH IT, OF
COURSE.





MOMENTS LATER, SEWARD TRAINER IS STANDING AMIDST A STRANGE NEW WORLD... A REALITY COMPLETELY MADE UP OF COMPUTER CHIPS AND IMAGINATION.

SEWARD GASPS, HIS BREATH TAKEN AWAY BY THE SIZE AND SCOPE OF THIS NEW REALITY. HE'S A **SCIENTIST**, A MAN OF FIGURES AND FORMULAS. HE WAS UNPREPARED TO EXPERIENCE SUCH...

...**BEAUTY.**

IT'S INCREDIBLE, BEN... I WISH YOU COULD **SEE THIS.**



THAT'S OKAY, SEWARD. I GET MY KICKS FROM WEB-SWINGING. JUST BE **CAREFUL** IN THERE.



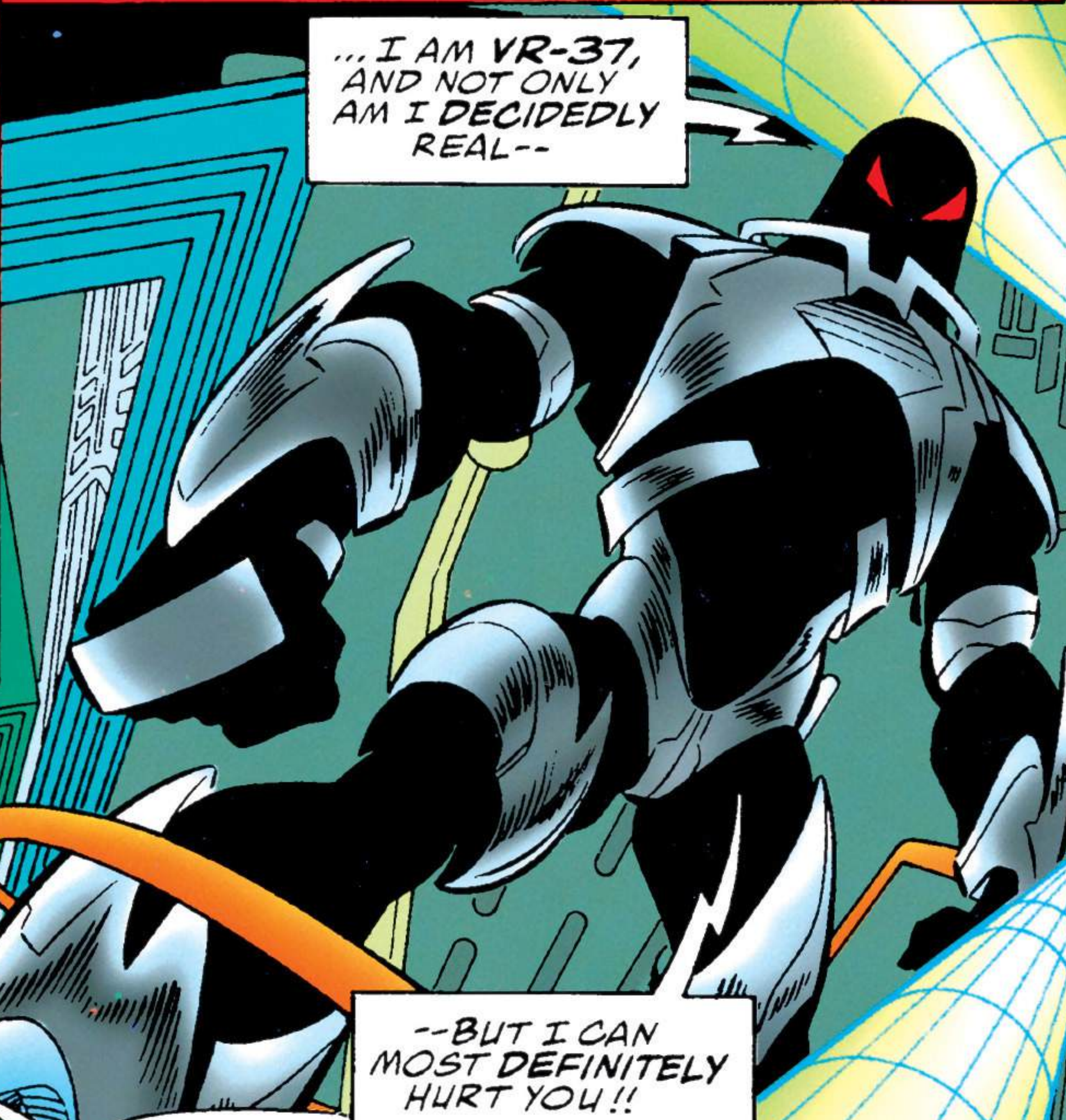
YOU WORRY **NEEDLESSLY.** NOTHING CAN HURT ME HERE.

NOTHING HERE IS **REAL.**

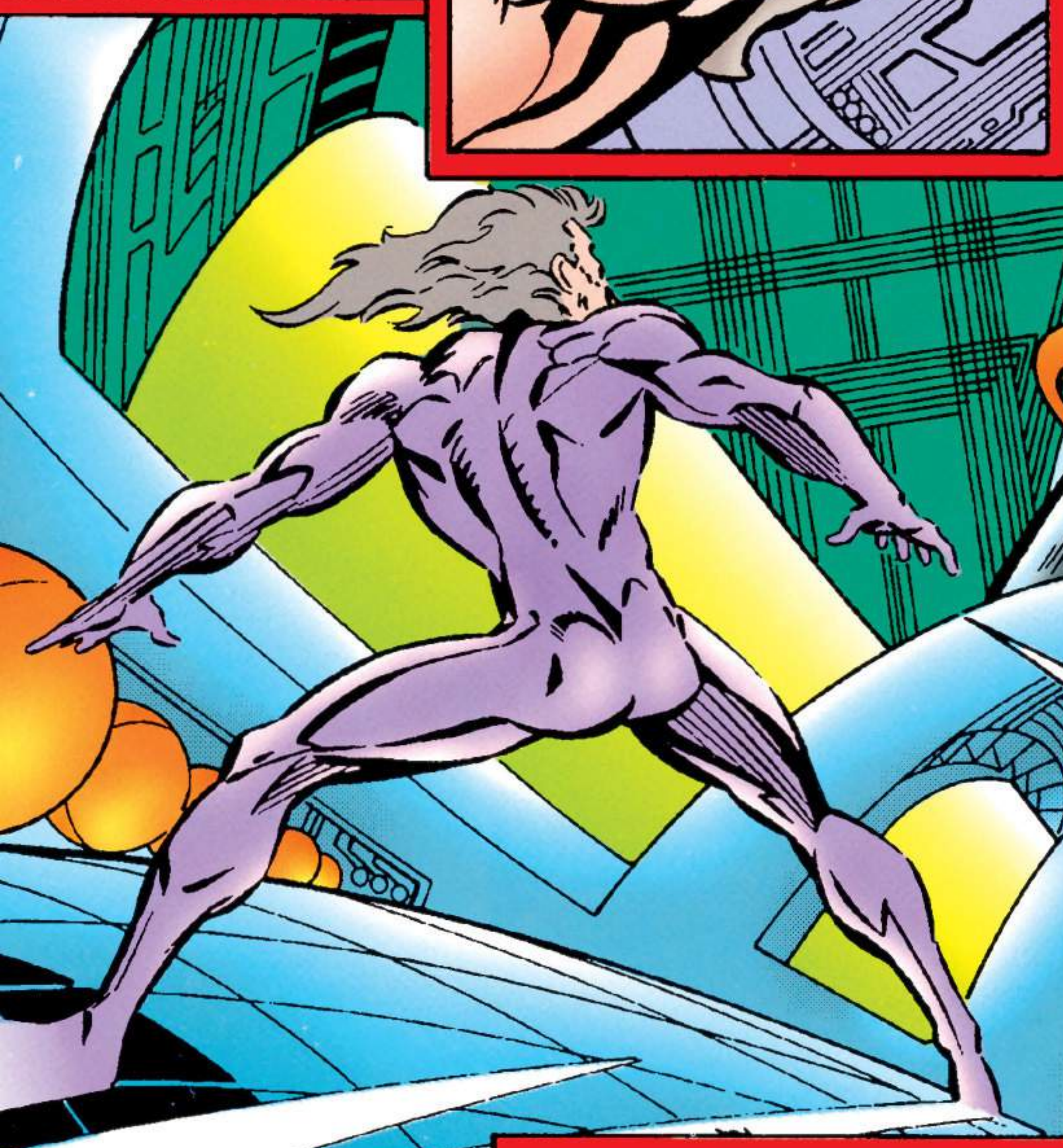


THAT'S WHERE YOU'RE **WRONG, HUMAN...**

eh? **WHO ?!?**



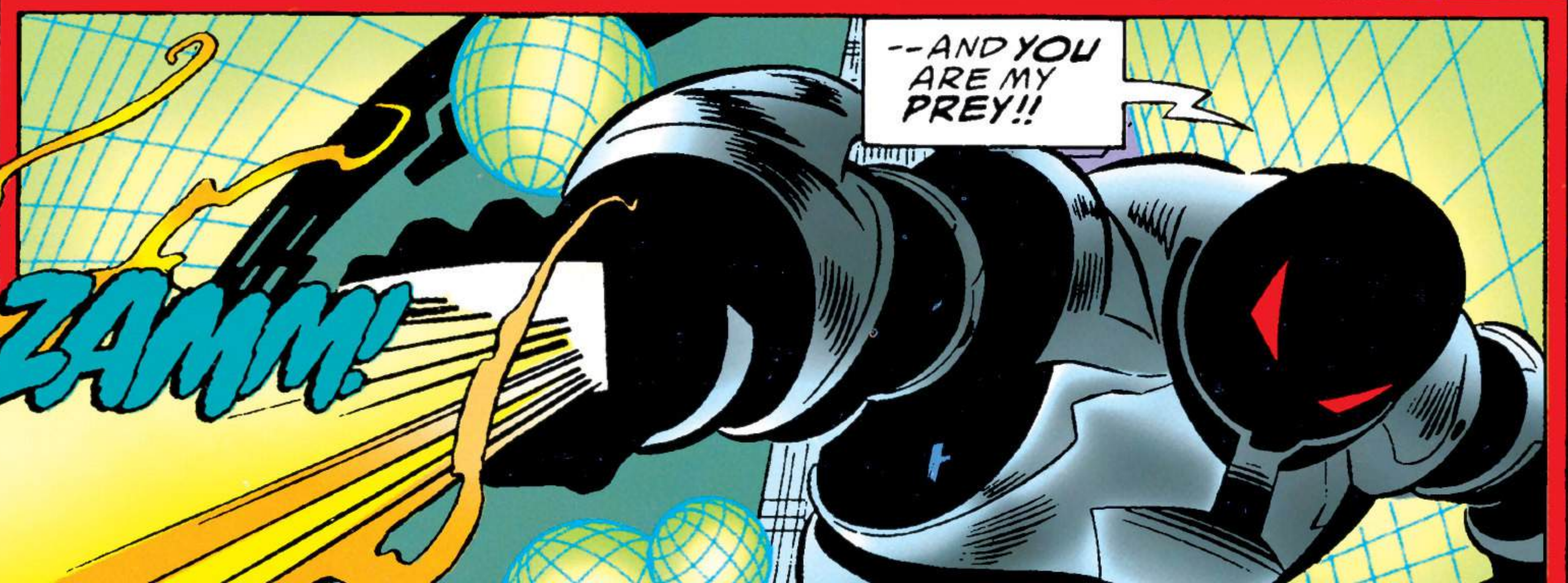
... I AM **VR-37**, AND NOT ONLY AM I **DECIDEDLY REAL--**



--BUT I CAN **MOST DEFINITELY HURT YOU!!**

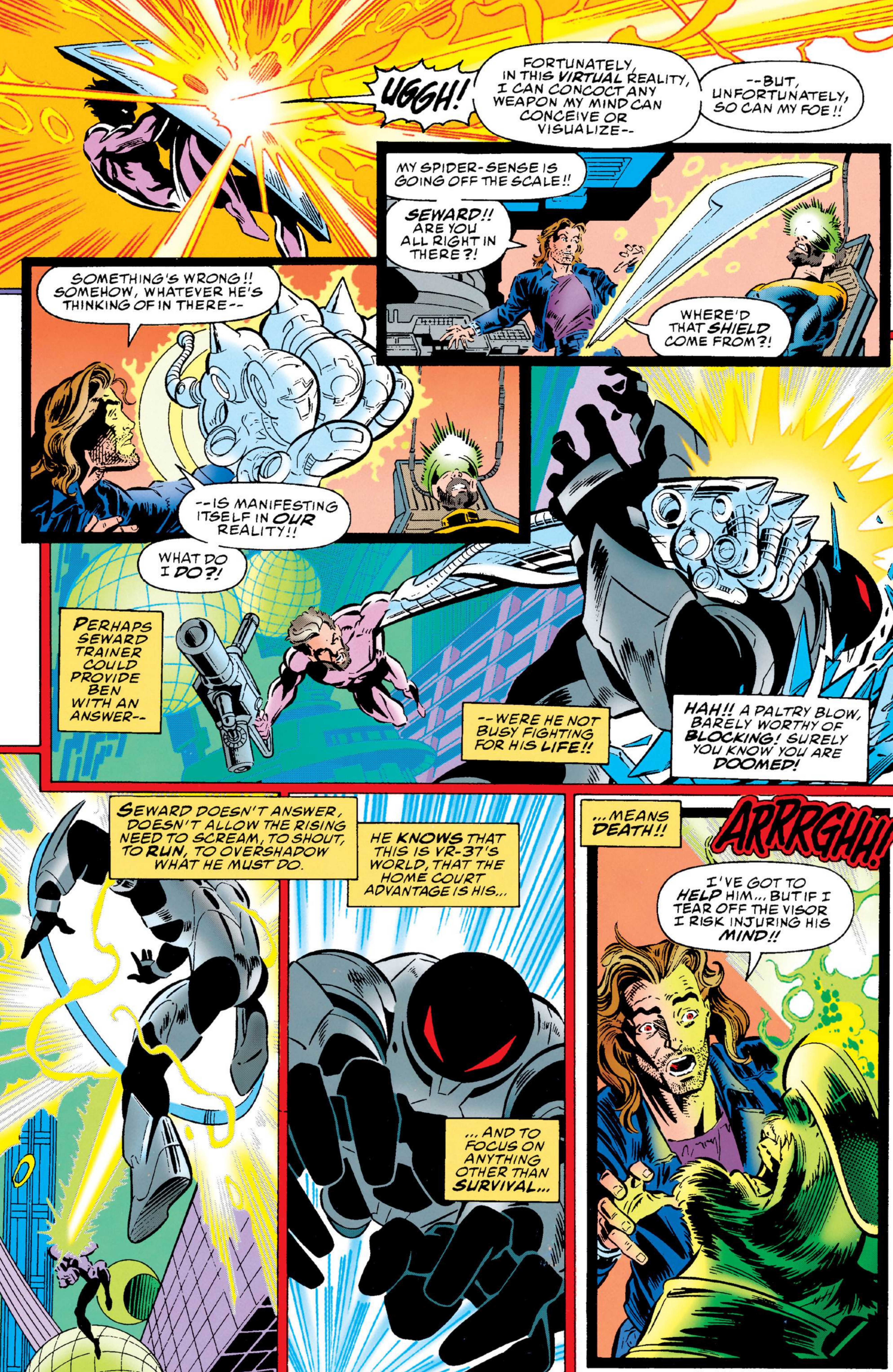
BUT **WHY ?!** I'VE DONE **NOTHING** TO YOU!!

MY REASONS ARE MY OWN, HUMAN. BUT SUFFICE IT TO SAY THAT I AM THE **HUNTER** IN THIS REALITY--



--AND YOU ARE MY **PREY!!**

SPA-ZAMM!



UGGH!

FORTUNATELY, IN THIS VIRTUAL REALITY, I CAN CONCOCT ANY WEAPON MY MIND CAN CONCEIVE OR VISUALIZE--

--BUT, UNFORTUNATELY, SO CAN MY FOE!!

MY SPIDER-SENSE IS GOING OFF THE SCALE!!

SEWARD!! ARE YOU ALL RIGHT IN THERE?!

WHERE'D THAT SHIELD COME FROM?!

SOMETHING'S WRONG!! SOMEHOW, WHATEVER HE'S THINKING OF IN THERE--

--IS MANIFESTING ITSELF IN OUR REALITY!!

WHAT DO I DO?!

PERHAPS SEWARD TRAINER COULD PROVIDE BEN WITH AN ANSWER--

--WERE HE NOT BUSY FIGHTING FOR HIS LIFE!!

HAH!! A PALTRY BLOW, BARELY WORTHY OF BLOCKING! SURELY YOU KNOW YOU ARE DOOMED!

SEWARD DOESN'T ANSWER, DOESN'T ALLOW THE RISING NEED TO SCREAM, TO SHOUT, TO RUN, TO OVERSHADOW WHAT HE MUST DO.

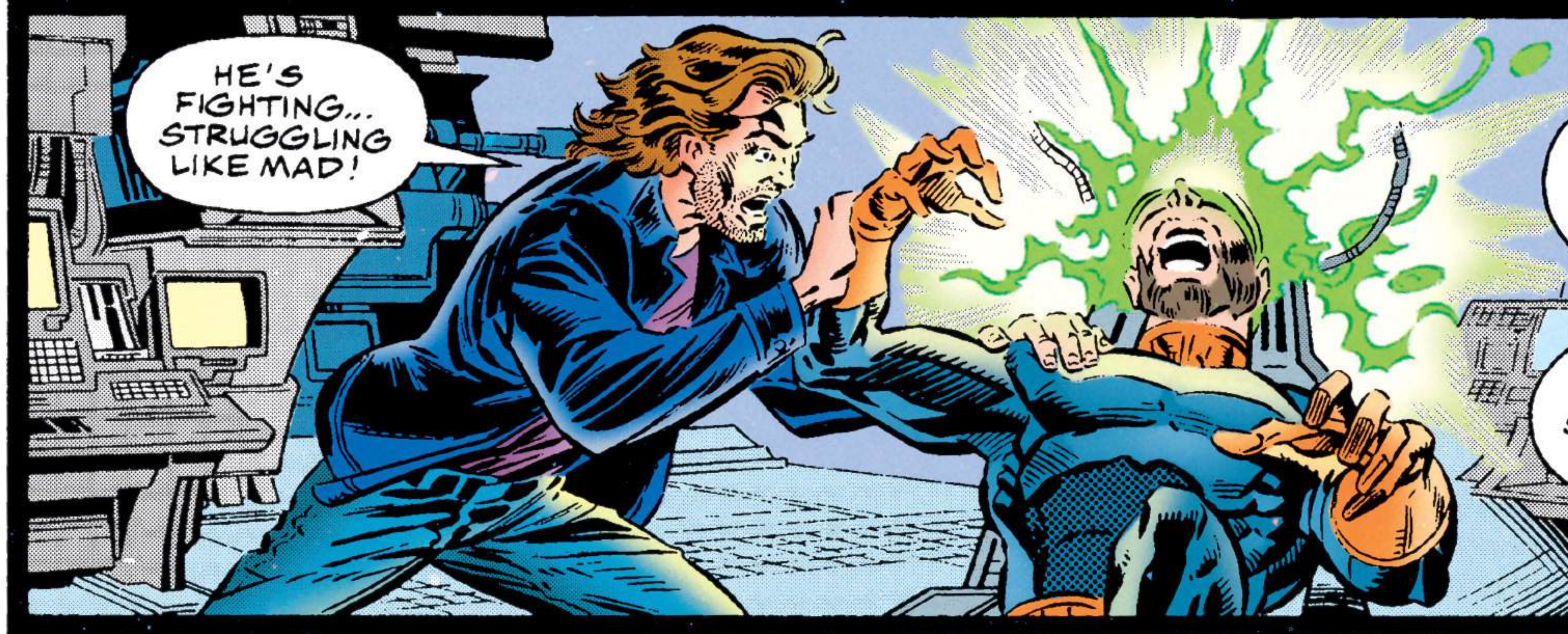
HE KNOWS THAT THIS IS VR-37'S WORLD, THAT THE HOME COURT ADVANTAGE IS HIS...

... MEANS DEATH!!

ARRRRGH!!

I'VE GOT TO HELP HIM... BUT IF I TEAR OFF THE VISOR I RISK INJURING HIS MIND!!

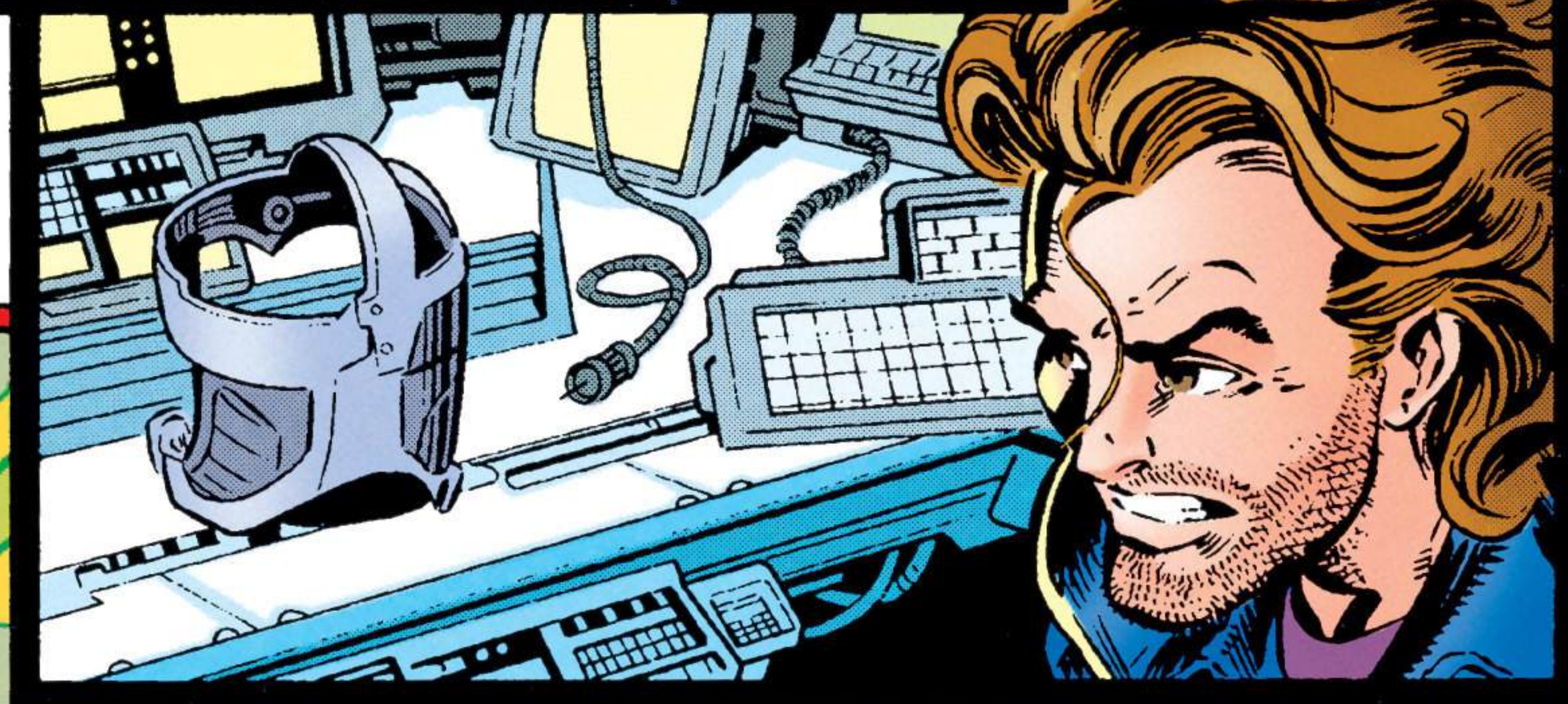
... AND TO FOCUS ON ANYTHING OTHER THAN SURVIVAL...



HE'S FIGHTING... STRUGGLING LIKE MAD!

THERE'S ONLY ONE WAY TO FIND OUT WHAT'S GOING ON--

--I'LL HAVE TO USE SEWARD'S VR HELMET!!



AND, AFTER DONNING THE HIGH-TECH GEAR...

I DON'T BELIEVE IT!! THIS ISN'T LIKE ANYTHING I'VE EVER SEEN BEFORE!!

THE COLORS... THE SOUND... LIKE SOME KIND OF M.C. ESCHER NIGHTMARE!!

AND I'M IN COSTUME! THE VR HELMET MUST BE HIGHLIGHTING MY SUBCONSCIOUS MIND'S NEED TO PROTECT MY SECRET IDENTITY!!

BUT I'D BETTER SAVE THE POSTULATIONS FOR LATER... THAT BIG BRUISER OBVIOUSLY MEANS SEWARD A WORLD OF HURT...

...AND THERE'S NO WAY THAT'S HAPPENING ON MY BEAT!!

THE SCARLET SPIDER?! WHAT'S HE DOING THERE?!?

DESTROY HIM EXPEDITIOUSLY!!

PERHAPS THE SCARLET SPIDER, IN HIS INEXPERIENCE, IS A TAD OVERCONFIDENT...

...FOR HE HAS NO WAY OF KNOWING THAT EVEN NOW, VR-37 IS IN CONTACT WITH DOCTOR OCTOPUS HERSELF!



ALTHOUGH PART OF BEN IS PROUD THAT HE'S USED HIS SCIENTIFIC KNOWLEDGE TO SOLVE THE PROBLEM AT HAND, FEAR STILL CLUTCHES AT HIS HEART...

...FOR, IF HIS VIRTUAL REALITY OTHER SHOULD DIE IN THAT BIZARRE WORLD, WHAT WILL HAPPEN TO HIM?!

YOU SHOULDN'T HAVE COME!! YOU'VE ONLY MADE THINGS WORSE!!

USUALLY, I'M NOT SO PRONE TO AGREE SO QUICKLY...

...BUT IN THIS CASE, I'LL MAKE AN EXCEPTION!!

LET ME SHARE WITH YOU THE WONDERS OF MY DOMAIN, FLESHLINGS!

HERE, IN THIS WORLD OF TECHNO-SUB-CONSCIOUS, YOUR DEEPEST FEARS ARE MINE TO EXPLOIT... TO USE... TO TURN AGAINST YOU!

ANYTHING YOU CAN THINK OF, I CAN CREATE!!

"PERHAPS YOU RECOGNIZE A FEW OF MY CHOICE REINFORCEMENTS, SCARLET SPIDER?? SOME OF YOUR OLD PLAYMATES, TO BE SURE!

"MANIFESTATIONS OF VENOM-- CARNAGE--

--DOCTOR OCTOPUS-- AND STUNNER!

"AND SINCE THEY'RE VIRTUAL, THEY'VE NONE OF THE WEAKNESSES OF THE ORIGINALS!!"

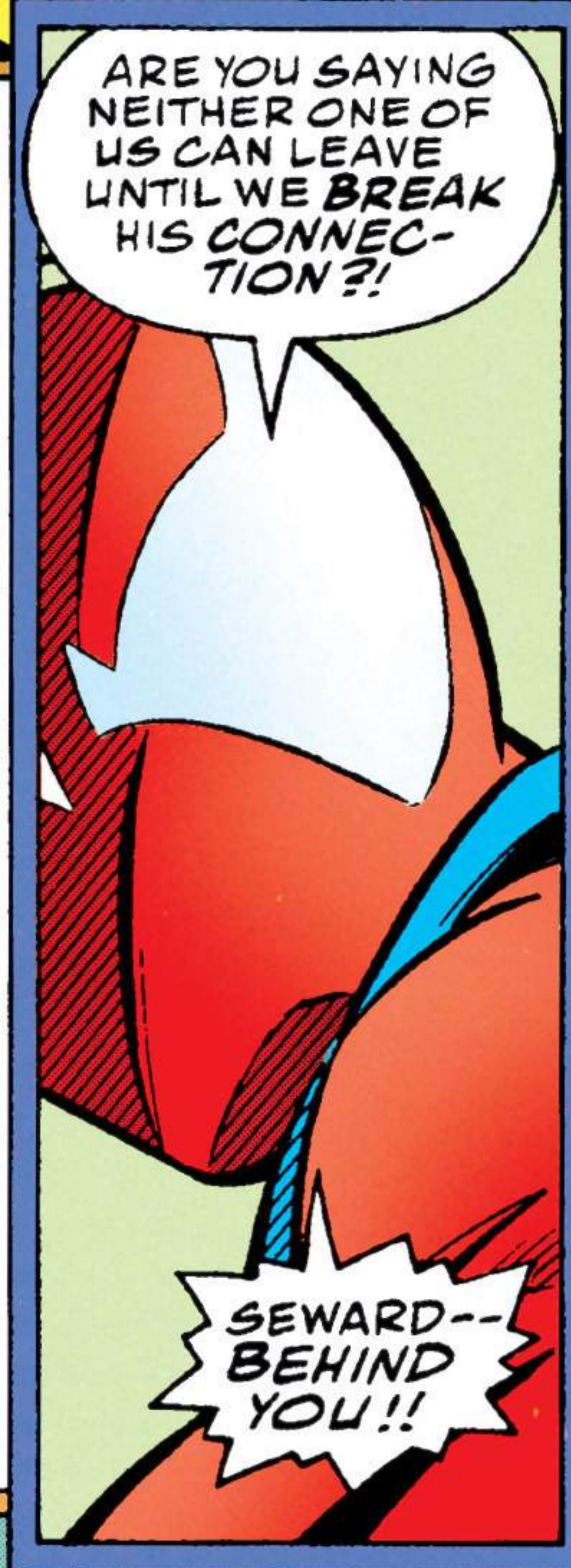


WELL, I DON'T
RECOGNIZE THIS GAL,
BUT I BET SHE'S NOT
ABOUT TO GIVE ME A
BIG HUG!

SEWARD--
DON'T BE
A HERO!
RUN!!

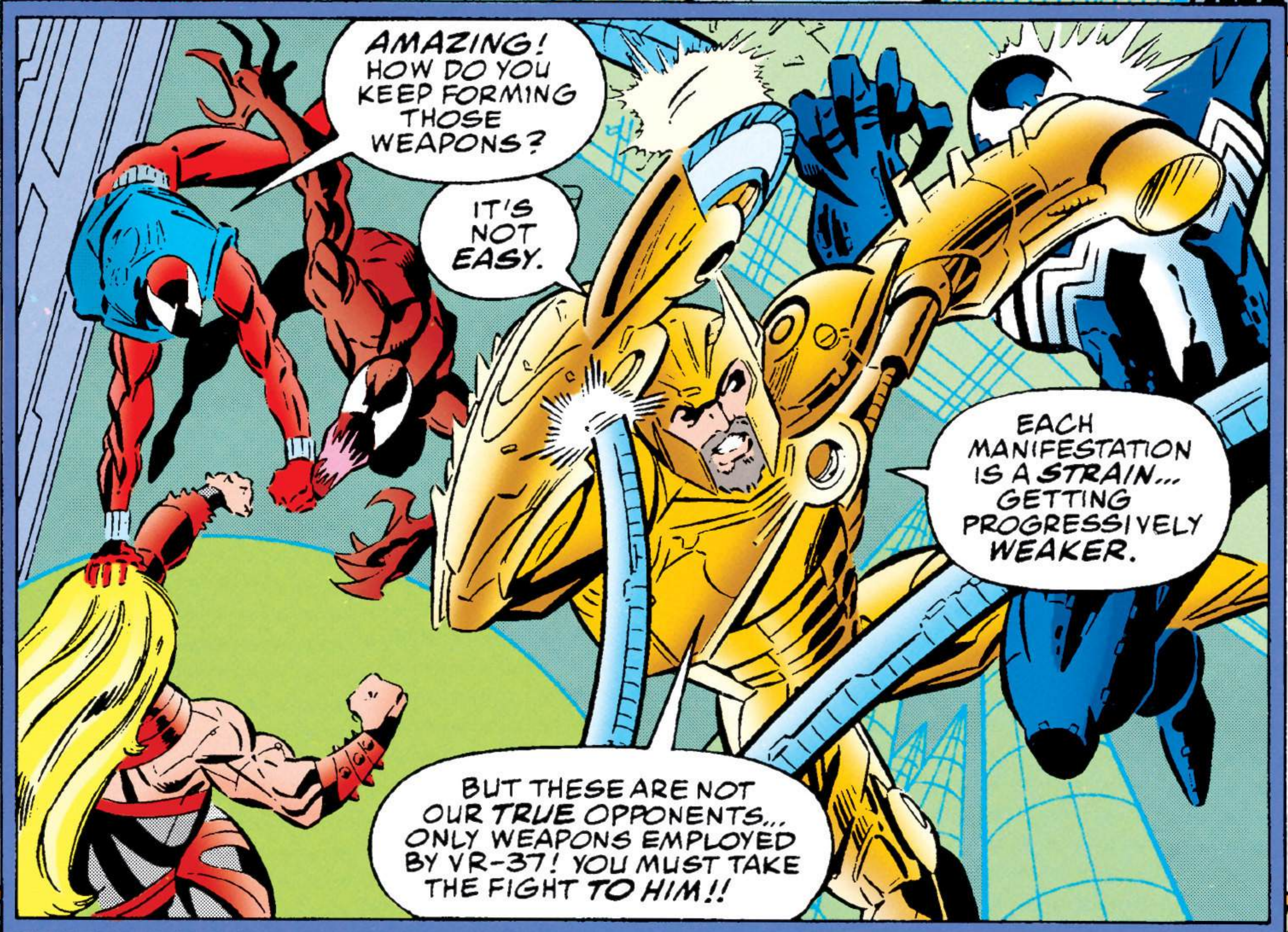
NOT A
BAD IDEA--
BUT WHERE
TO??

THERE'S NO WAY
TO PULL THE MENTAL
PLUG... TO GET BACK
TO THE REAL WORLD...
VR-37 IS HOLDING
US HERE!!



ARE YOU SAYING
NEITHER ONE OF
US CAN LEAVE
UNTIL WE BREAK
HIS CONNEC-
TION?!

SEWARD--
BEHIND
YOU!!

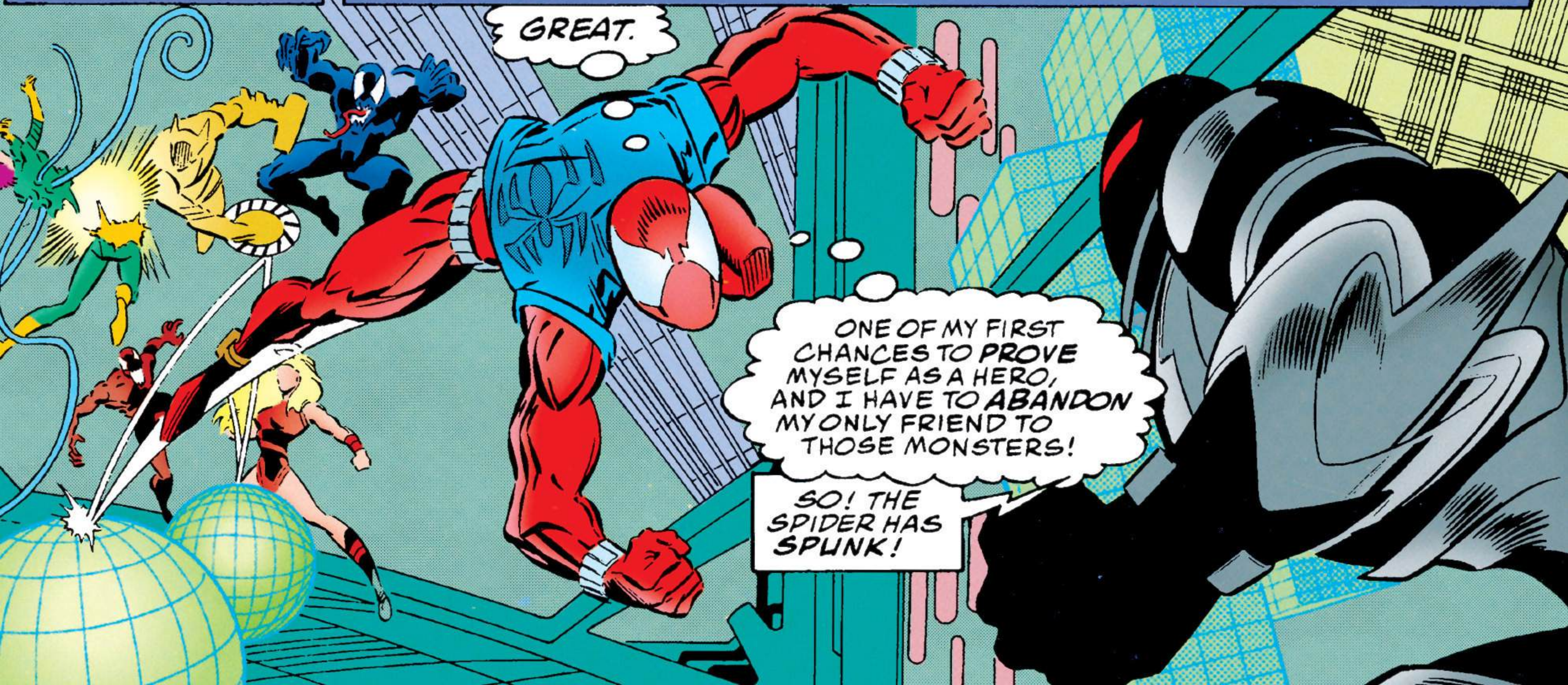


AMAZING!
HOW DO YOU
KEEP FORMING
THOSE
WEAPONS?

IT'S
NOT
EASY.

EACH
MANIFESTATION
IS A STRAIN...
GETTING
PROGRESSIVELY
WEAKER.

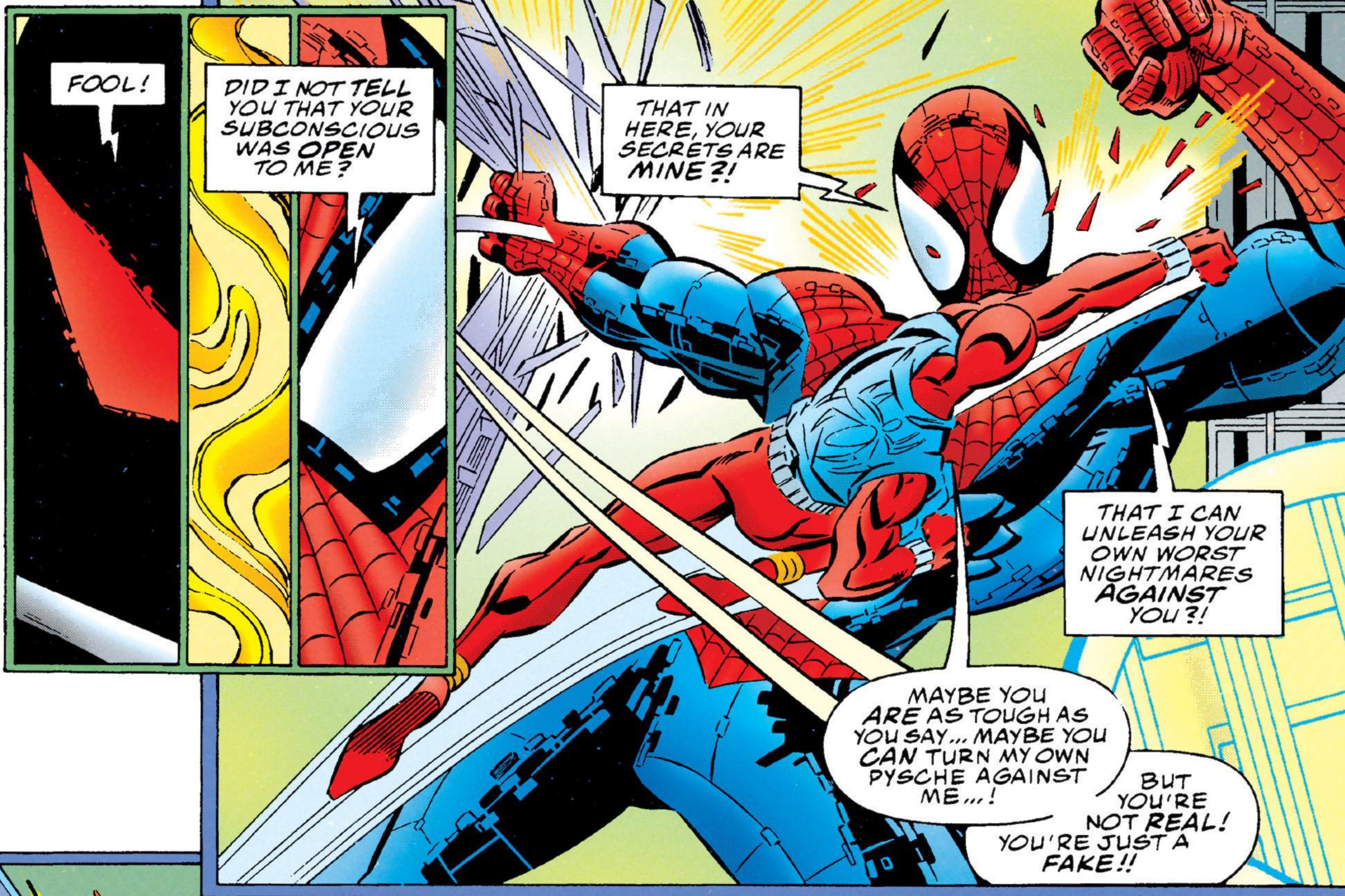
BUT THESE ARE NOT
OUR TRUE OPPONENTS...
ONLY WEAPONS EMPLOYED
BY VR-37! YOU MUST TAKE
THE FIGHT TO HIM!!



GREAT.

ONE OF MY FIRST
CHANCES TO PROVE
MYSELF AS A HERO,
AND I HAVE TO ABANDON
MY ONLY FRIEND TO
THOSE MONSTERS!

SO! THE
SPIDER HAS
SPUNK!



FOOL!

DID I NOT TELL
YOU THAT YOUR
SUBCONSCIOUS
WAS OPEN
TO ME?

THAT IN
HERE, YOUR
SECRETS ARE
MINE?!

THAT I CAN
UNLEASH YOUR
OWN WORST
NIGHTMARES
AGAINST
YOU?!

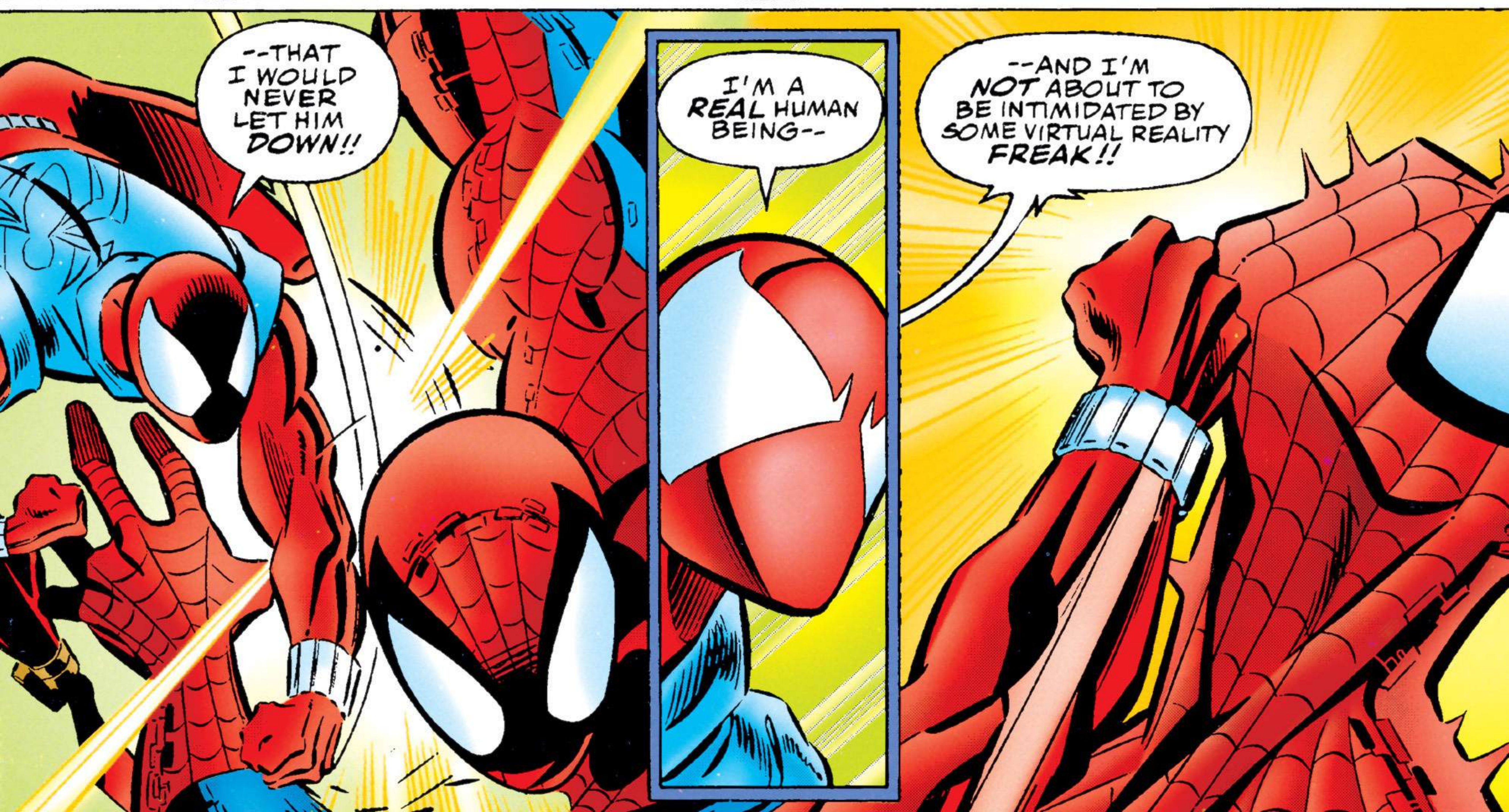
MAYBE YOU
ARE AS TOUGH AS
YOU SAY... MAYBE YOU
CAN TURN MY OWN
PYSCHÉ AGAINST
ME...!

BUT
YOU'RE
NOT REAL!
YOU'RE JUST A
FAKE!!



A
DANGEROUS
FAKE, BUT A
FAKE NONETHE-
LESS!

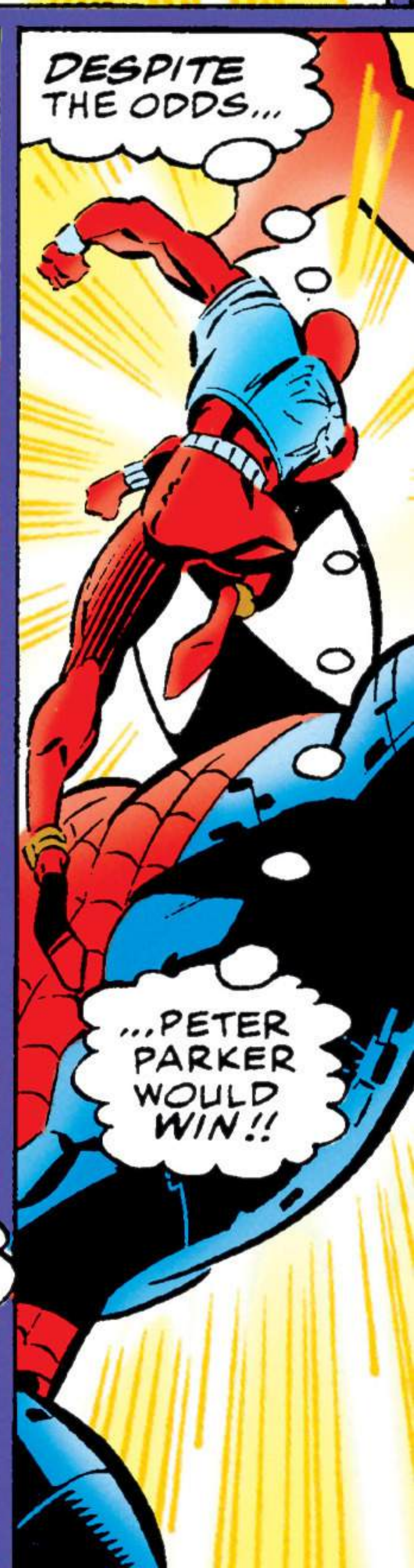
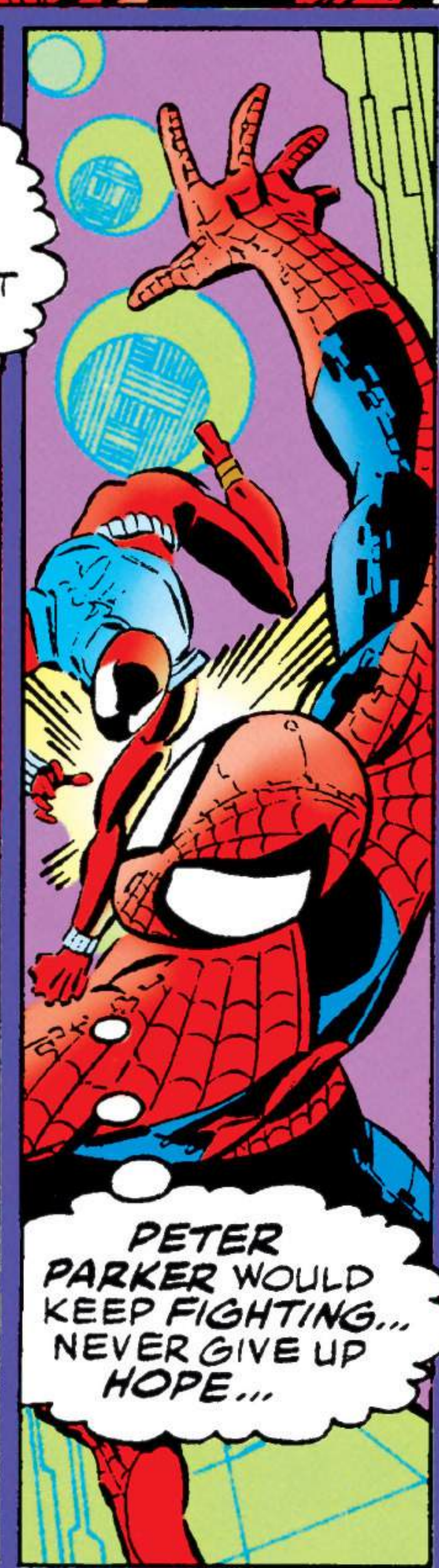
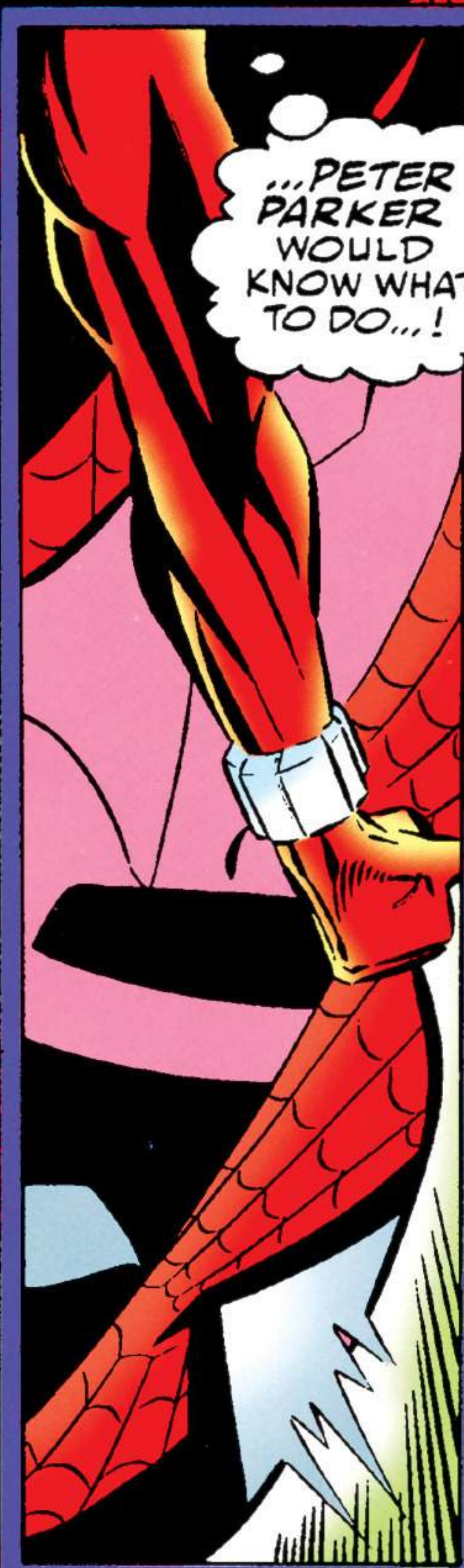
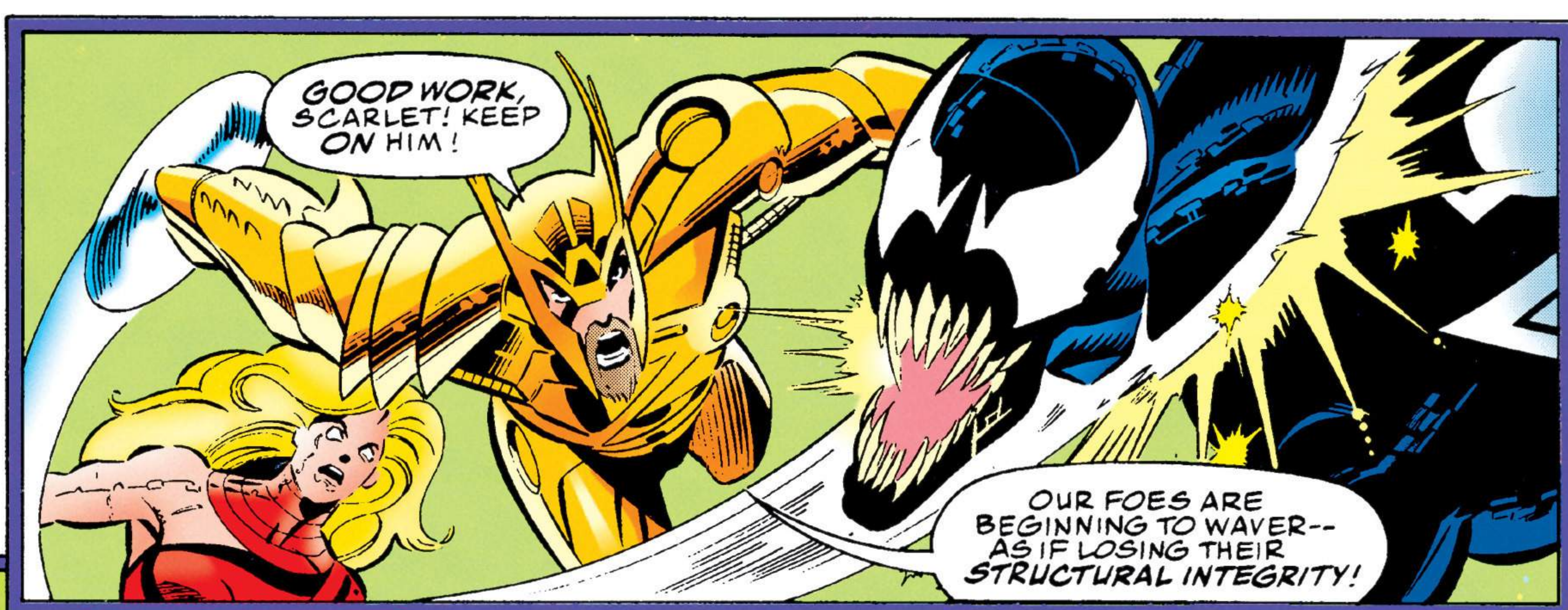
I MADE A
PROMISE TO SEWARD
TRAINER THAT I WOULD
BE THERE FOR HIM--



--THAT
I WOULD
NEVER
LET HIM
DOWN!!

I'M A
REAL HUMAN
BEING--

--AND I'M
NOT ABOUT TO
BE INTIMIDATED BY
SOME VIRTUAL REALITY
FREAK!!



HURRY,
SCARLET!

ONLY BY
DELIVERING A
KILLING STROKE
TO THIS UNLIVING
ENTITY CAN THESE
MANIFESTATIONS BE
DESTROYED!

KILLING
STROKE, YOU
SAY?

WHAT A
DELICIOUSLY
CHAOTIC
IDEA!!

THE THOUGHT FLASHES THROUGH
SEWARD TRAINER'S MIND THAT
THIS IS ALL A CONSTRUCT... A
TECHNO-FANTASY MADE UP OF
CIRCUITS, COMPUTER CHIPS,
AND SOLDER.

THAT'S ALL TRUE,
OF COURSE...

...BUT THAT
MAKES IT
NO LESS
DEADLY!

YAARRGHH!!

WHAT
HAVE YOU
DONE
TO HIM,
CREEP?!

I
SWEAR
IF YOU'VE
HURT
HIM--!!

THWAM!

BUT THE THREAT
STICKS IN REILLY'S
THROAT, HALF-
UTTERED.

FOR, AS VR-37 FALLS
FROM THE BARRAGE
OF BLOWS, HIS BODY
FADES INTO
NOTHINGNESS...

...AS DOES THE
CONSTRUCT REALITY
HE'D CREATED.

I DID IT--
SOMEHOW, I'VE
KNOCKED VR-37
OFF-LINE.

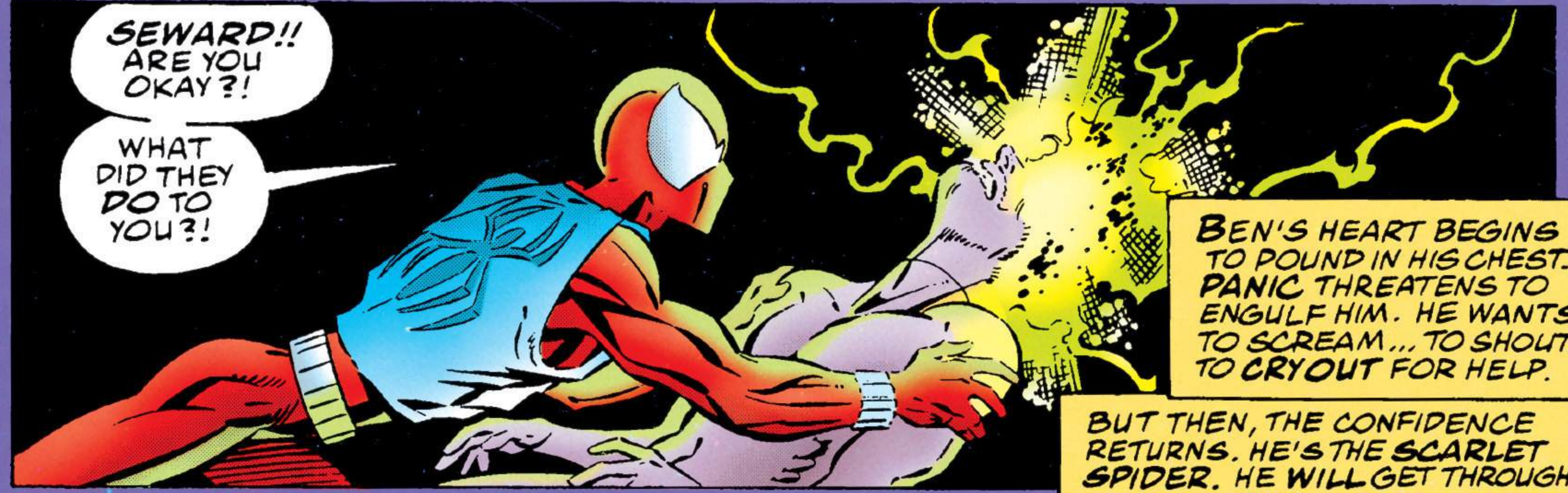
BUT NO TIME
FOR GLOATING,
REILLY-- I'VE GOT
TO SEE TO
TRAINER!



AT LEAST NOW
THAT VR-37'S BEEN
DEFEATED, WE
SHOULD BE ABLE TO
GET **BACK TO OUR**
REALITY...

...AND
NONE TOO
SOON!

HOLD IT--
THERE HE IS!!



SEWARD!!
ARE YOU
OKAY?!

WHAT
DID THEY
DO TO
YOU?!

BEN'S HEART BEGINS
TO POUND IN HIS CHEST.
PANIC THREATENS TO
ENGULF HIM. HE WANTS
TO SCREAM... TO SHOUT...
TO CRY OUT FOR HELP.

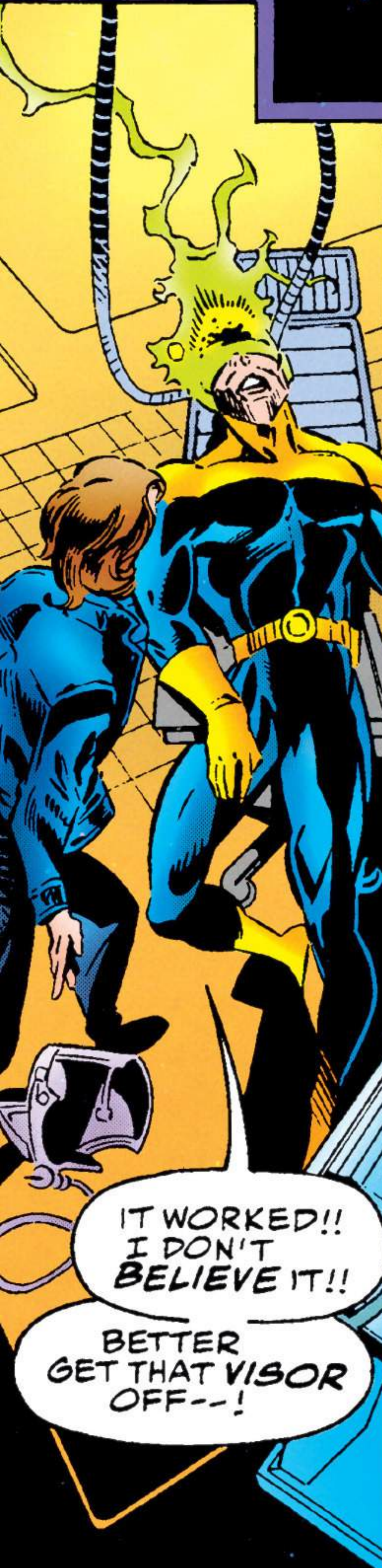
BUT THEN, THE CONFIDENCE
RETURNS. HE'S THE **SCARLET**
SPIDER. HE WILL GET THROUGH
THIS...

...JUST LIKE PETER
PARKER WOULD.

GOTTA USE MY
HEAD... THE ONLY WAY
BACK IS TO **BREAK**
THE MENTAL CONNECTION
WITH THE **NETWORK!**

SO BEN CLOSES HIS MIND
TO ALL THOUGHTS EXCEPT
RETURNING HOME... THERE'S
A **SURGE** OF ELECTRICAL
ENERGY WHICH SEEMS TO
COME FROM WITHIN HIM...

...AND THEY'RE GONE.



WE DID IT,
SEWARD! WE
MANAGED TO GET
BACK! BUT WHO
WAS THAT VR-37?
I'VE NEVER SEEN
ANYTHING--

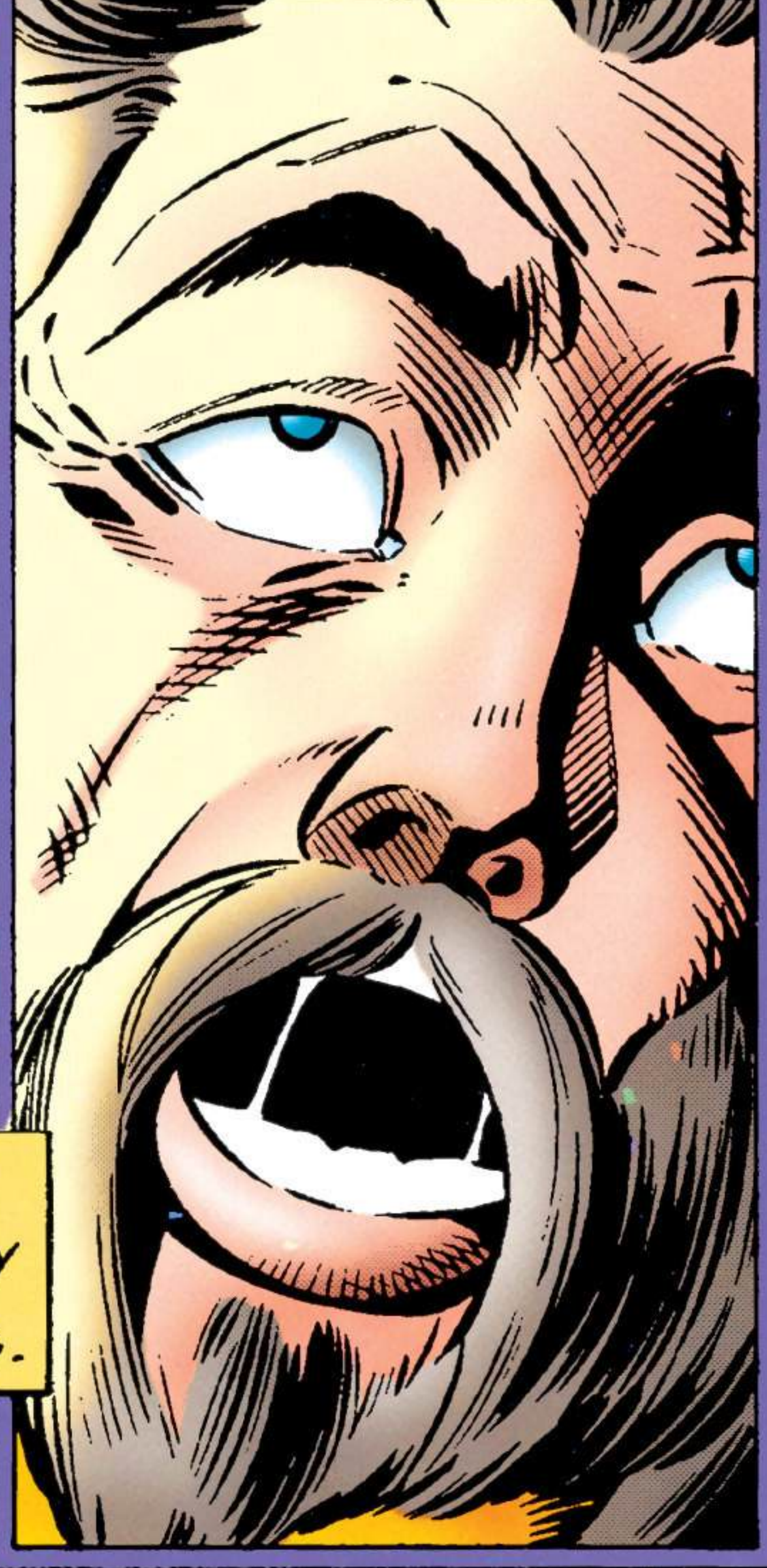
--LIKE
--THAT.

THE EYES OF SEWARD
TRAINER HAVE ALWAYS
BUBBLED OVER WITH
LIFE... KNOWLEDGE...
EXUBERANCE.

BUT NOW, ALL THAT
STARES BACK AT BEN
REILLY IS A GLASS-EYED,
SLACK-JAWED **ZOMBIE!**

I SHOULDN'T
HAVE LEFT HIM
ALONE! I SHOULD
HAVE STAYED BY
HIS **SIDE!** THIS IS
ALL MY FAULT!

**ALL MY
FAULT!!**



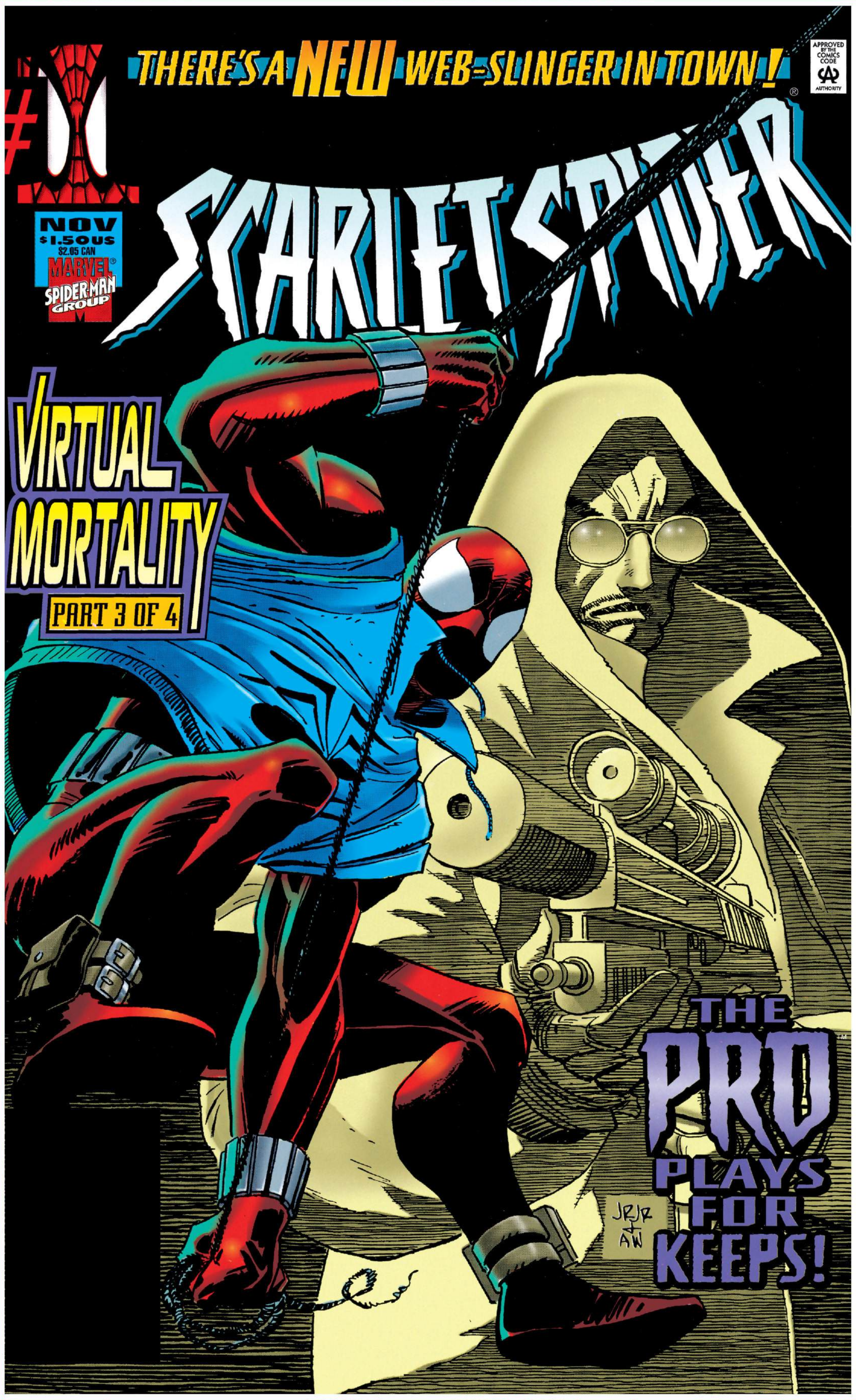
ALTHOUGH THERE'S NO
VISIBLE WOUND, BEN
CAN TELL IMMEDIATELY
THAT SOMETHING HAS
GONE **HORRIBLY** WRONG.

IT WORKED!!
I DON'T
BELIEVE IT!!

BETTER
GET THAT VISOR
OFF--!



TO BE CONTINUED
IN **SCARLET**
SPIDER #1!



SCARLET SPIDER #1 NEWSTAND-EDITION COVER

Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man**! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

STAN LEE PRESENTS:

the **SCARLET SPIDER**

VIRTUAL MORTALITY

PART 3 OF 4

"TO THINE OWN SELF..."

An adventure of the **original** Spider-Man, brought to you by:

HOWARD TODD	GIL	TOM
MACKIE DEZAGO	KANE	PALMER
Plot	Script	Pencils
		Inks

RICHARD STARKINGS	CHIA-CHI	MALIBU'S
AND COMICRAFT	WANG	HUES
Letters	Colors	Separations

BOB BUDIANSKY Editor & Chief

HE HAS NEVER FELT SO HELPLESS -- SO DESPERATE IN ALL HIS LIFE.

HIS EYES REMAIN FIXED ON THE BLANK AND GAPE-MOULDED STARE OF HIS FRIEND AND MENTOR, SEWARD TRAINER --

-- AS, ALL AROUND HIM, THE CITY -- THE WORLD -- THE WEIGHT OF ALL THAT HAS HAPPENED, SEEMS TO CRASH IN ON TOP OF HIM!

MERE MOMENTS AGO, THEIR MINDS WERE TRAPPED IN CYBERSPACE, DRAWN INTO A BATTLE IN VIRTUAL REALITY BY SEWARD'S DAUGHTER, THE NEW DOCTOR OCTOPUS!

BUT WHILE THEY EMERGED TRIUMPHANT FROM THE CONFLICT WITHIN THAT ARTIFICIAL REALM --

-- SEWARD'S BODY HAS YET TO REGAIN CONSCIOUSNESS!

C'MON, SEWARD, COME BACK TO ME --

-- IT'S OKAY, EVERYTHING'S GONNA BE ALL RIGHT.

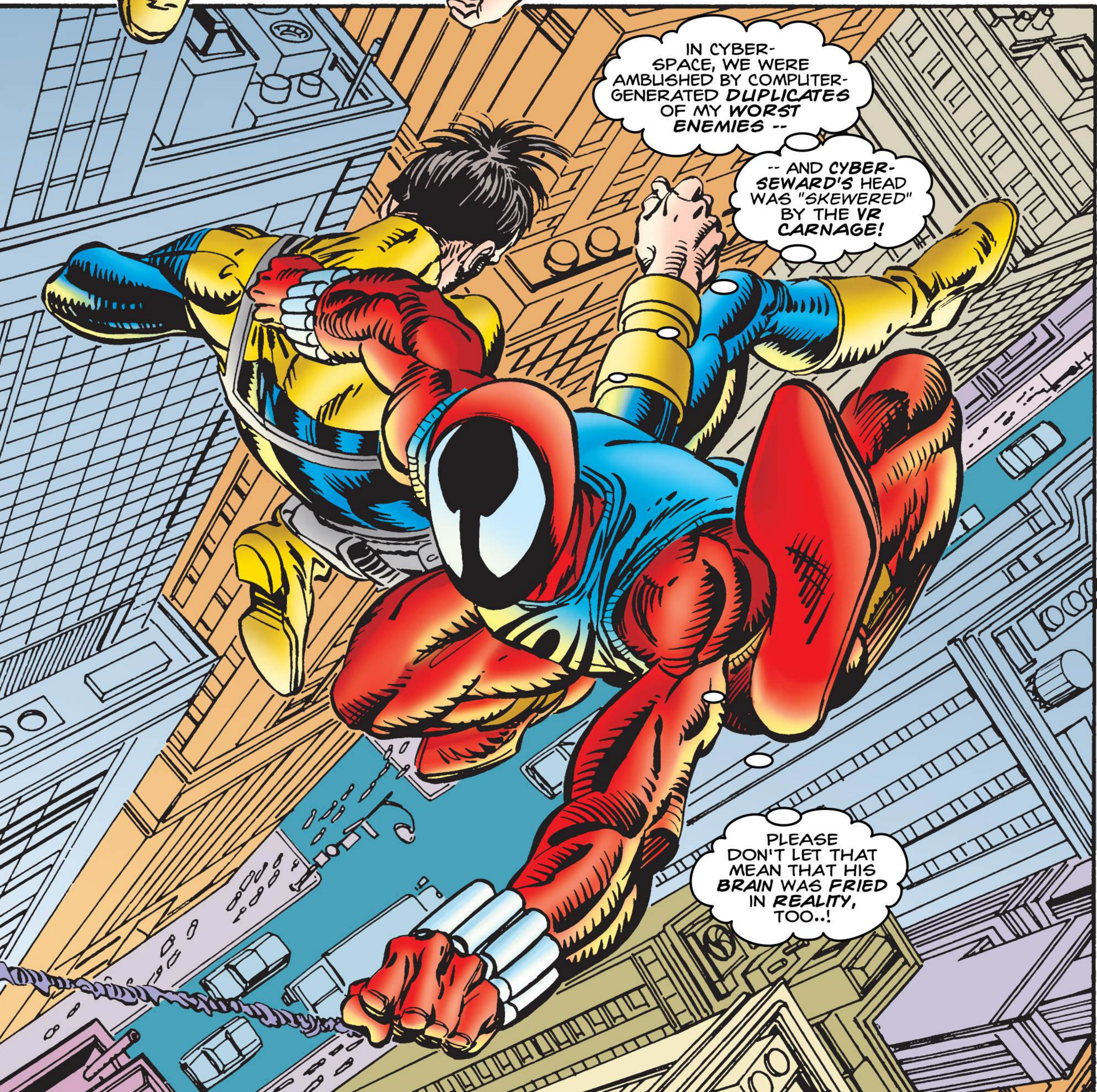




BUT IS IT GOING TO BE ALL RIGHT...? AM I TRYING TO CONVINCE SEWARD...

...OR MYSELF?!

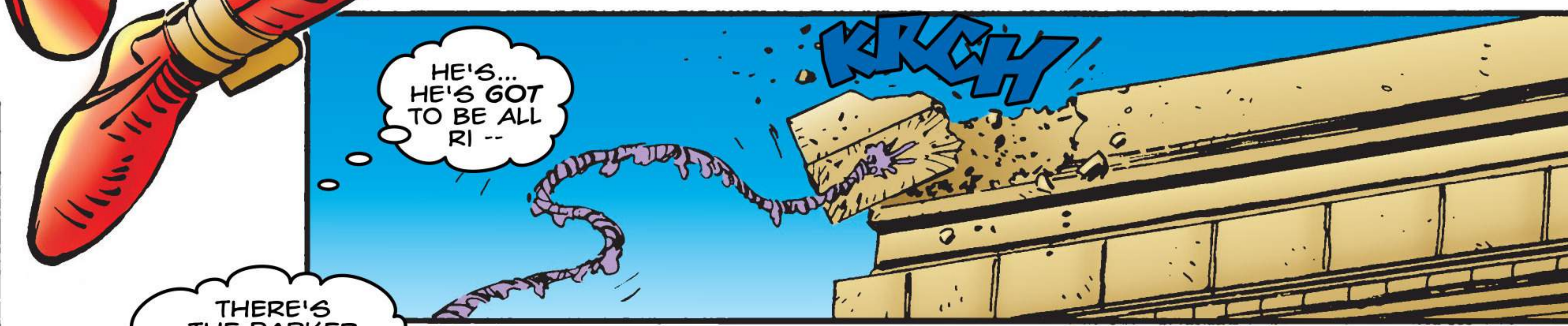
HAVE TO GET HIM TO A DOCTOR -- SOMEONE WHO CAN FIGURE OUT WHAT'S WRONG! SOMEONE WHO CAN HELP!



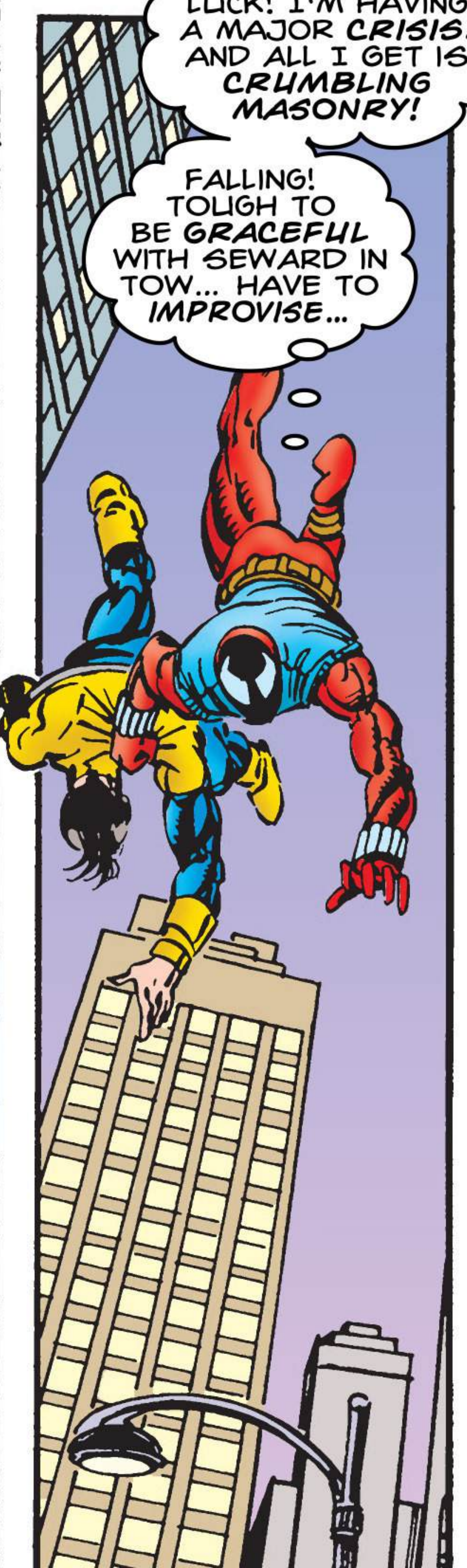
IN CYBER-SPACE, WE WERE AMBUSHED BY COMPUTER-GENERATED DUPLICATES OF MY WORST ENEMIES --

-- AND CYBER-SEWARD'S HEAD WAS "SKEWERED" BY THE VR CARNAGE!

PLEASE DON'T LET THAT MEAN THAT HIS BRAIN WAS FRIED IN REALITY, TOO...!

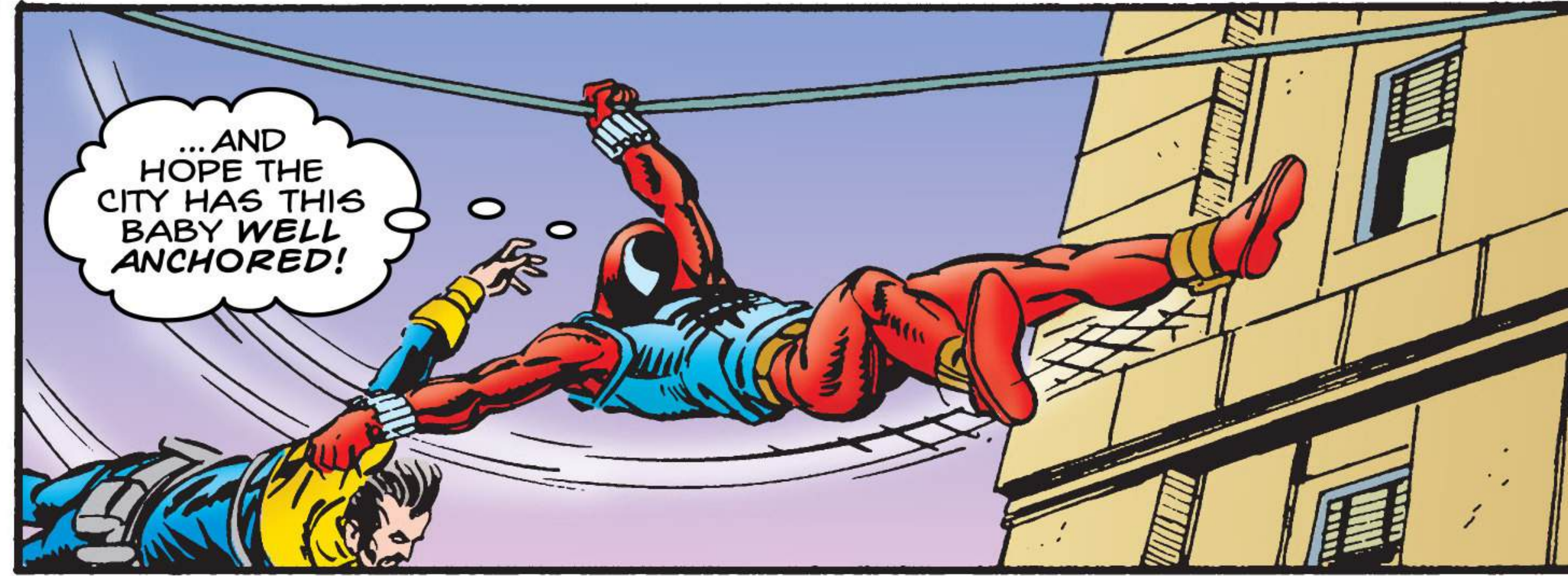


HE'S... HE'S GOT TO BE ALL RI --



THERE'S THE PARKER LUCK! I'M HAVING A MAJOR CRISIS. AND ALL I GET IS CRUMBLING MASONRY!

FALLING! TOUGH TO BE GRACEFUL WITH SEWARD IN TOW... HAVE TO IMPROVISE...

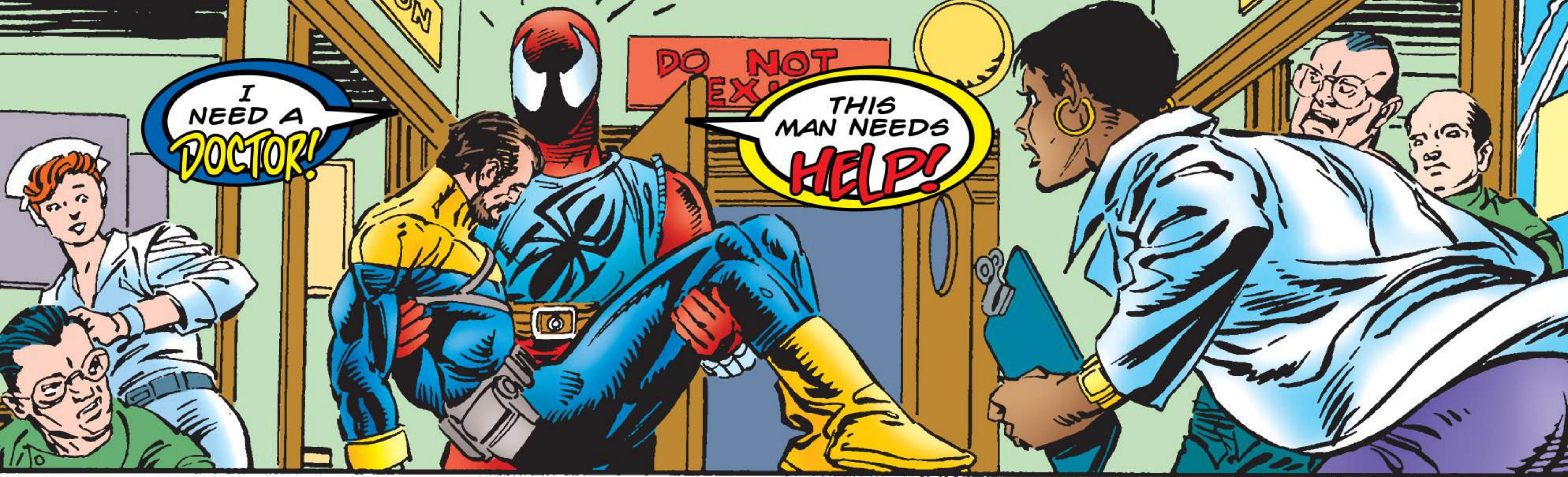


...AND HOPE THE CITY HAS THIS BABY WELL ANCHORED!



OKAY... WE'RE HERE...

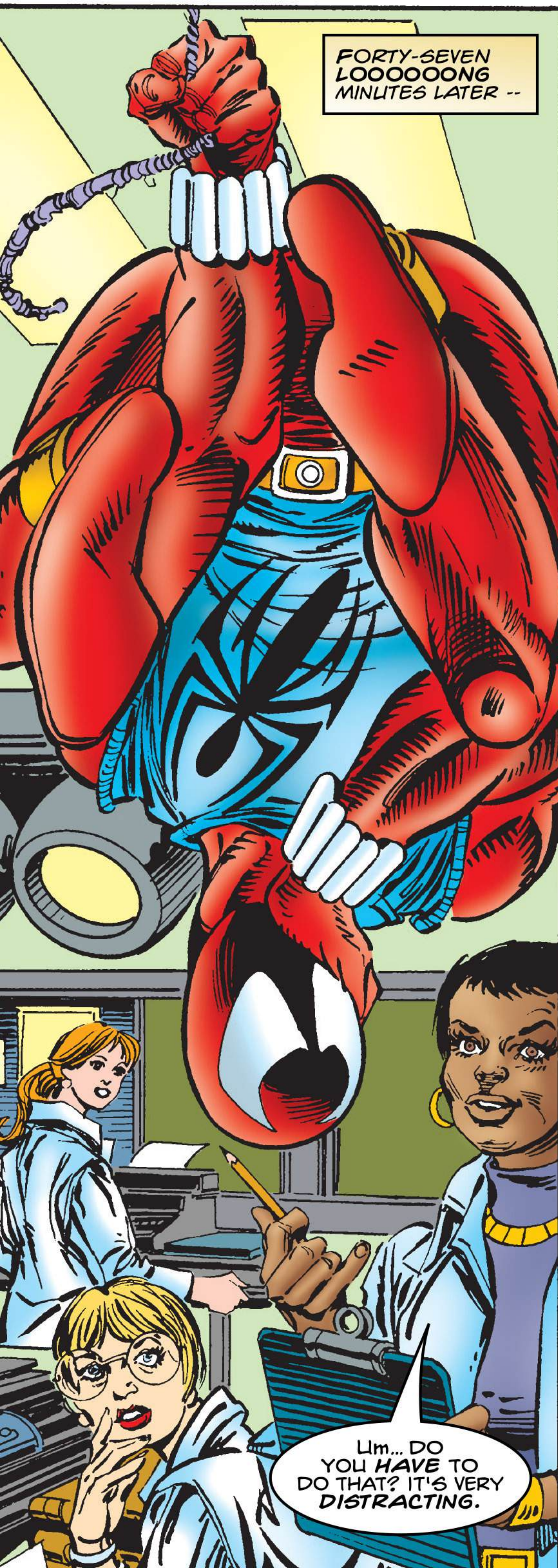
...PLEASE...



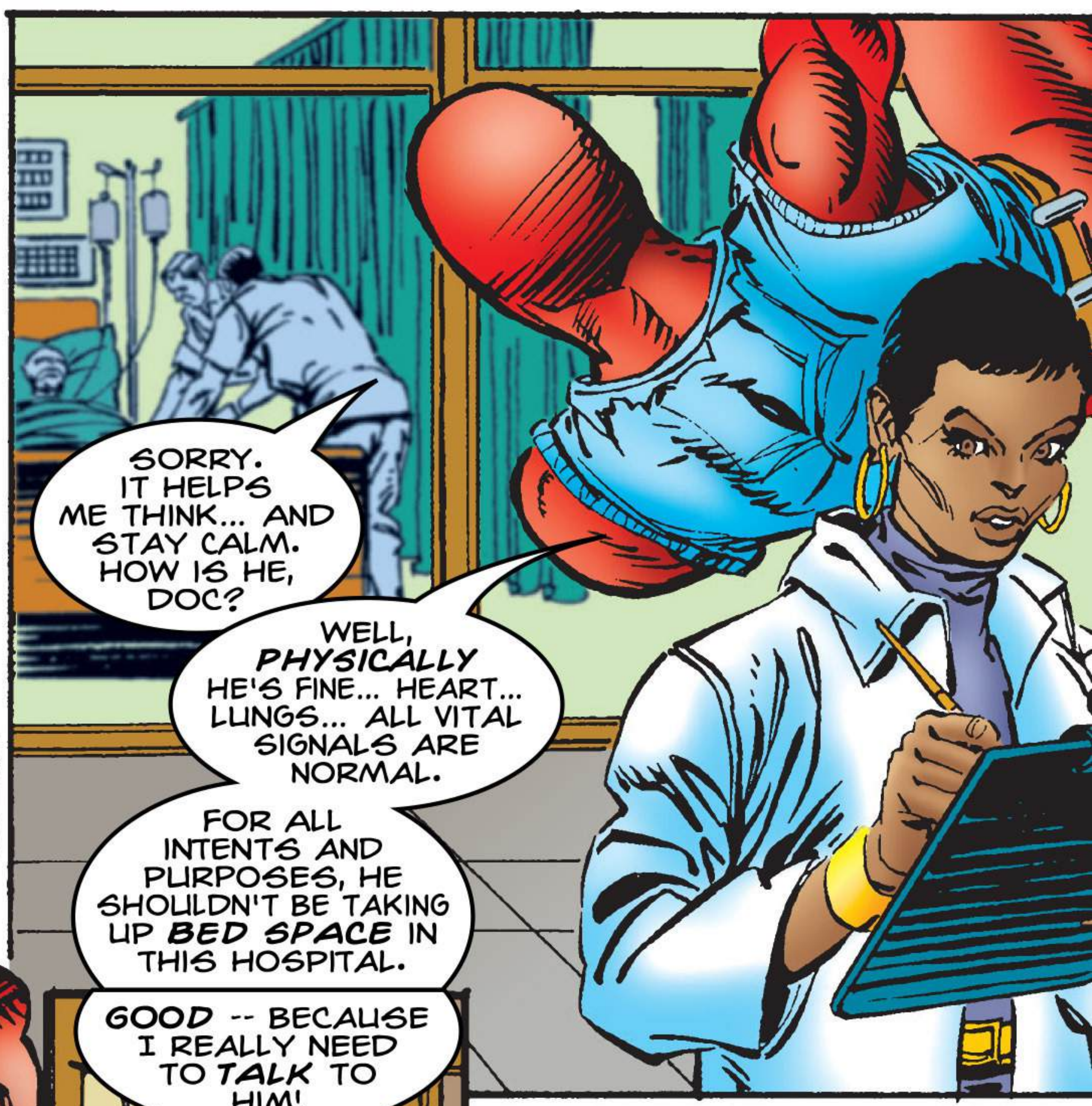
I NEED A DOCTOR!

DO NOT ENTER

THIS MAN NEEDS HELP!



FORTY-SEVEN LOOOOOONG MINUTES LATER --

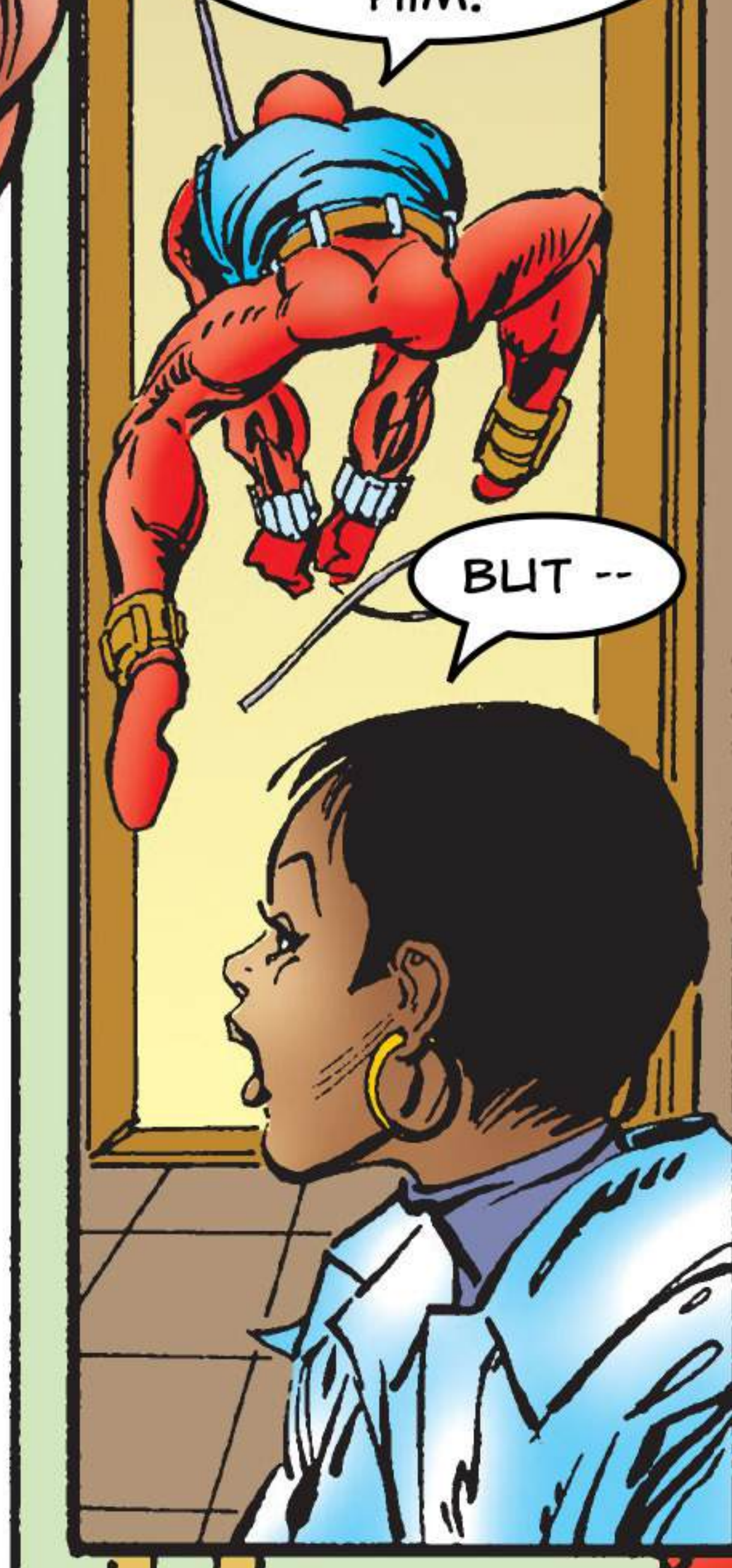


SORRY. IT HELPS ME THINK... AND STAY CALM. HOW IS HE, DOC?

WELL, PHYSICALLY HE'S FINE... HEART... LUNGS... ALL VITAL SIGNALS ARE NORMAL.

FOR ALL INTENTS AND PURPOSES, HE SHOULDN'T BE TAKING UP BED SPACE IN THIS HOSPITAL.

GOOD -- BECAUSE I REALLY NEED TO TALK TO HIM!



BUT --

SEWARD!

SEWARD!



Um... DO YOU HAVE TO DO THAT? IT'S VERY DISTRACTING.



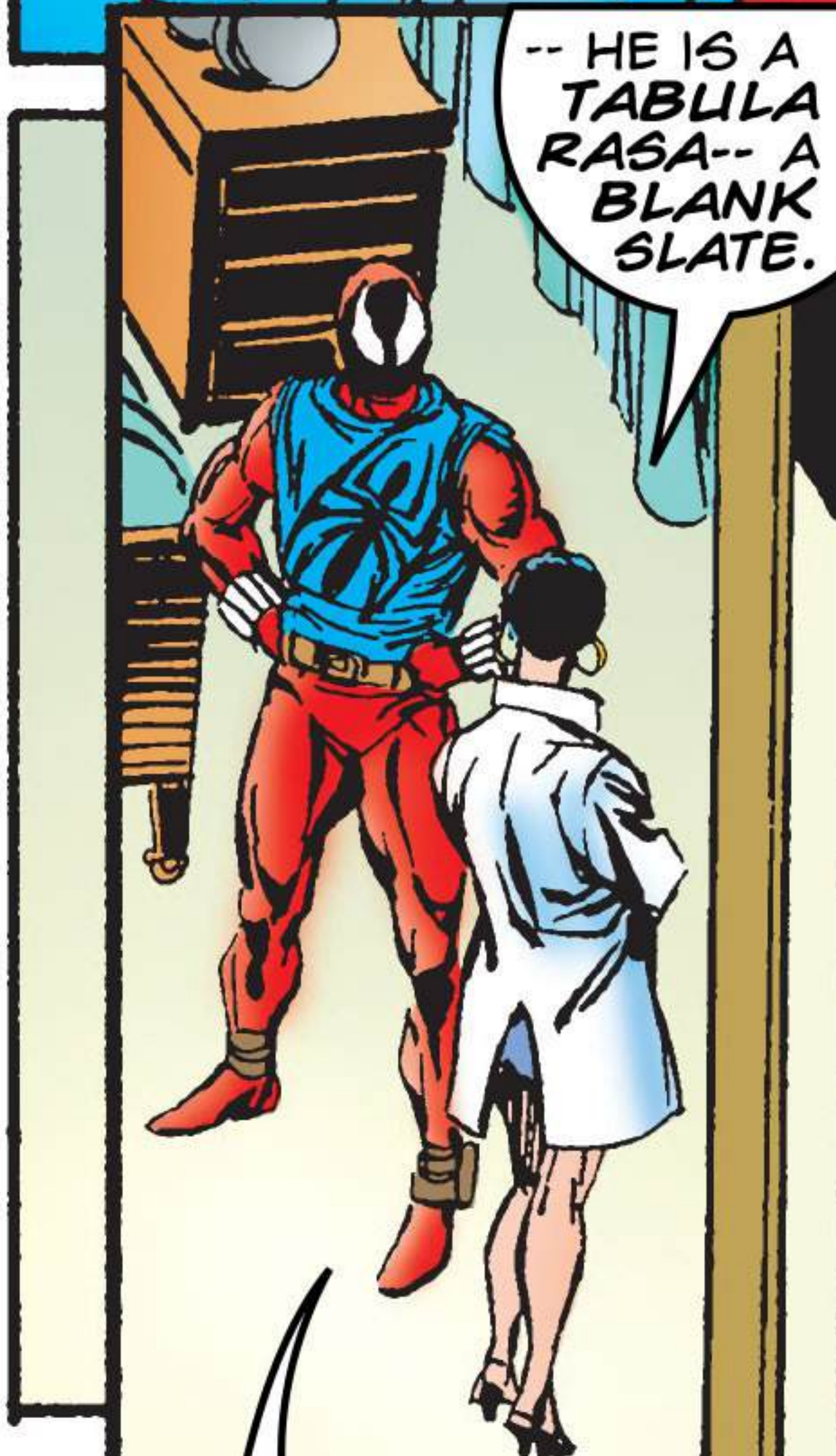
YOU DIDN'T LET ME FINISH.



PHYSICALLY, DR. TRAINER IS FINE.



MENTALLY--



-- HE IS A **TABULA RASA--** A **BLANK SLATE.**

WE'VE BEEN LINABLE TO PICK UP ANY **BRAIN ACTIVITY** WHATSOEVER. HE'S **CATATONIC.** I'M SORRY.



BECAUSE OF THE **CIRCUMSTANCES** OF HIS **ADMISSION**, I HAD TO NOTIFY THE **AUTHORITIES.**

THE POLICE NEED TO **QUESTION** YOU REGARDING DR. TRAI-



SORRY, DOC--NO CAN DO.

I'M SAVING ALL OF THOSE ANSWERS FOR A **BARBARA WALTERS** SPECIAL.

CATCH YA LATER!

MEANWHILE, IN A SMALL, AFFLUENT COMMUNITY SOMEWHERE ON THE NORTH SHORE OF LONG ISLAND...

HE IS KNOWN IN CERTAIN CIRCLES AS THE PRO.

TO THOSE WHO WOULD CONTRACT HIS SERVICES, HE IS NOT A FACE, BUT A PIN-NUMBER --

-- AN INDIVIDUAL TO E-MAIL WHEN CERTAIN "JOBS" NEED TO BE PERFORMED...

--MEMORIZES THE LOCATION OF THE MANSION'S SECURITY DEVICES--

--AND GOES TO WORK!

I'M TO ADVISE YOU THAT IF YOU LIKE BEING ABLE TO WALK WITH YOUR LEGS, YOU'LL MOVE ALONG.

THE KNUCKLE-DRAGGER NEVER SEES THE TASER.

...JOBS THAT REQUIRE PROFESSIONAL DISCRETION AND A COLD EFFICIENCY...

...JOBS INVOLVING PAIN, INTIMIDATION...

...AND DEATH!

HE CONSULTS HIS PDA --

PERSONAL DIGITAL ASSISTANT -- on-line Bob.

ZATT

NG.

INSIDE --

BREE BREE BREE

WHAT THE --?! THAT'S THE INTERIOR ALARM!

HOW THE BLAZES DID ANYBODY GET PAST THE GATE?!

I DON'T KNOW, Mr. STANISLAW, BUT I CAN TELL YOU THIS --

-- HE STOPS HERE!

CLICK

THE LIGHTS?!?

CLICK

MY -- MY GOD! THEY'RE -- ALL --

DEAD!

NOT DEAD.

I ONLY KILL THOSE I'M PAID TO KILL.

THIS TIME FEEL THE COLD MUZZLE OF THE GUN --

--NEXT TIME, THE HOT LEAD OF THE SLUG.

YOU WILL SHUT DOWN YOUR OPERATION. YOU WILL LEAVE THE COUNTRY.

YOU-- YOU'RE NOT GONNA KILL ME?

WASN'T PAID TO. MAYBE NEXT TIME.

FORTY MINUTES LATER, THE PDA FLASHES WITH A NEW CONTRACT.

THE JOB: TERMINATION.

THE NAME: JASON TSO.

SOMETIME LATER...



IT WAS A GOOD IDEA TO COME HOME...

...WELL, TO SEWARD'S APARTMENT...

...THAT SHOWER GAVE ME A CHANCE TO RELAX -- CLEAR MY HEAD.

I HAVE TO LEARN TO LET GO --

-- AND ACCEPT THE FACT THAT THERE'S NOTHING I CAN DO FOR SEWARD RIGHT NOW EXCEPT WAIT!

I'M ALWAYS SO READY TO TAKE ACTION --



-- BUT SWINGING AROUND THE CITY, SEARCHING FOR DOC OCK, WOULD BE FUTILE! AND FRUSTRATING!

WITHOUT A BETTER LEAD ON HER WHEREABOUTS, IT WOULD JUST BE A WASTE OF TIME!



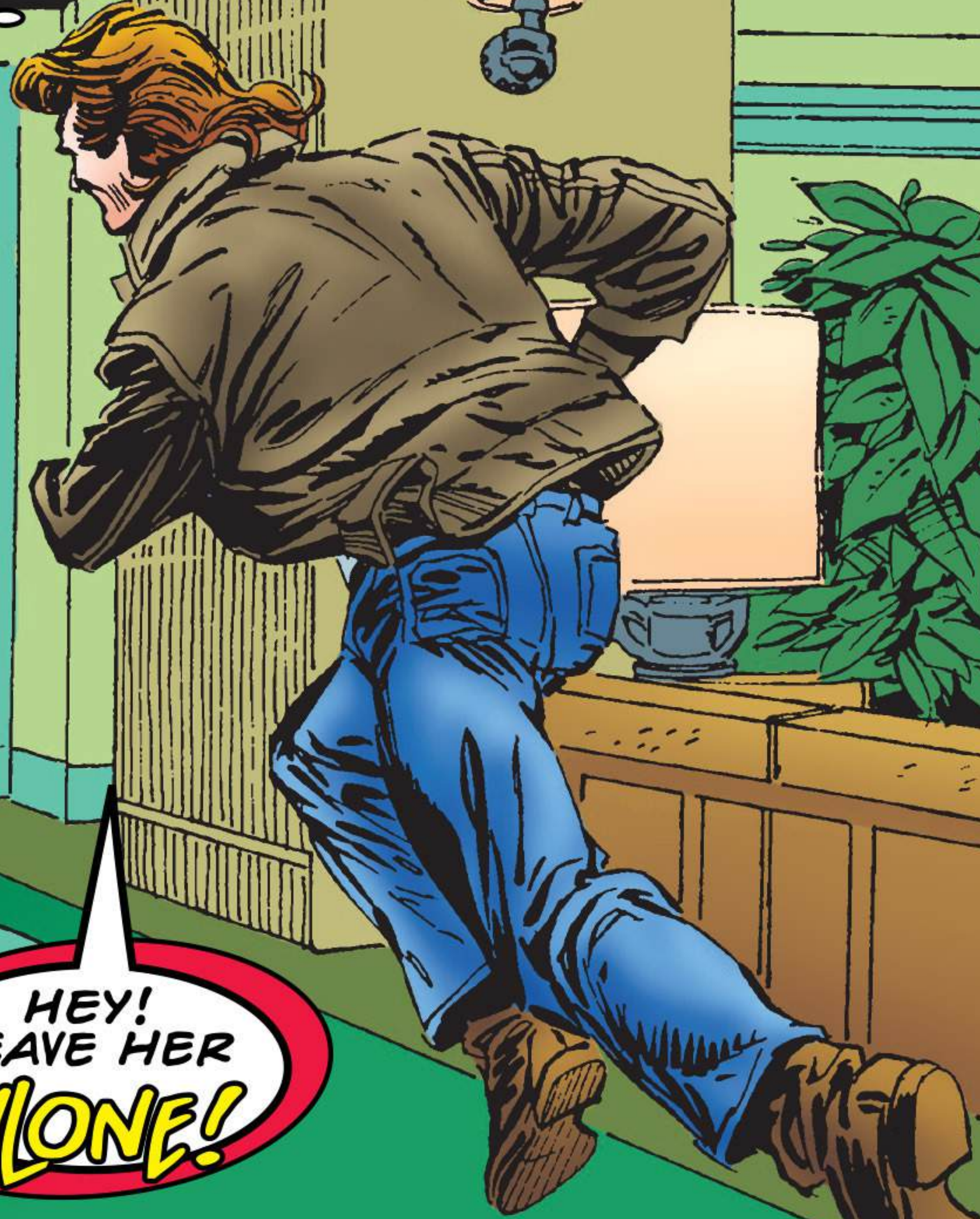
BETTER FOR ME TO JUST GO TO WORK AND --



HEY!

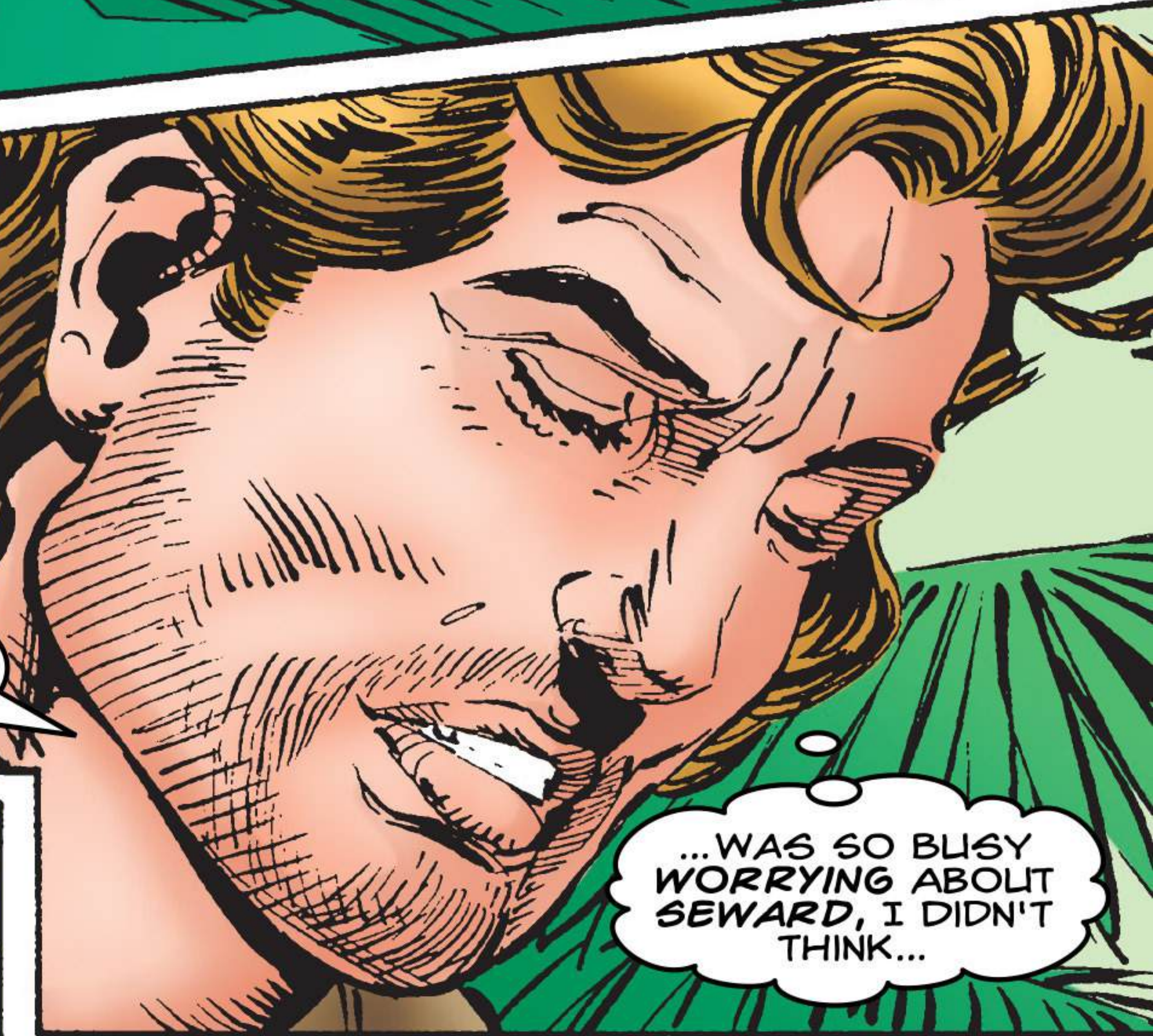
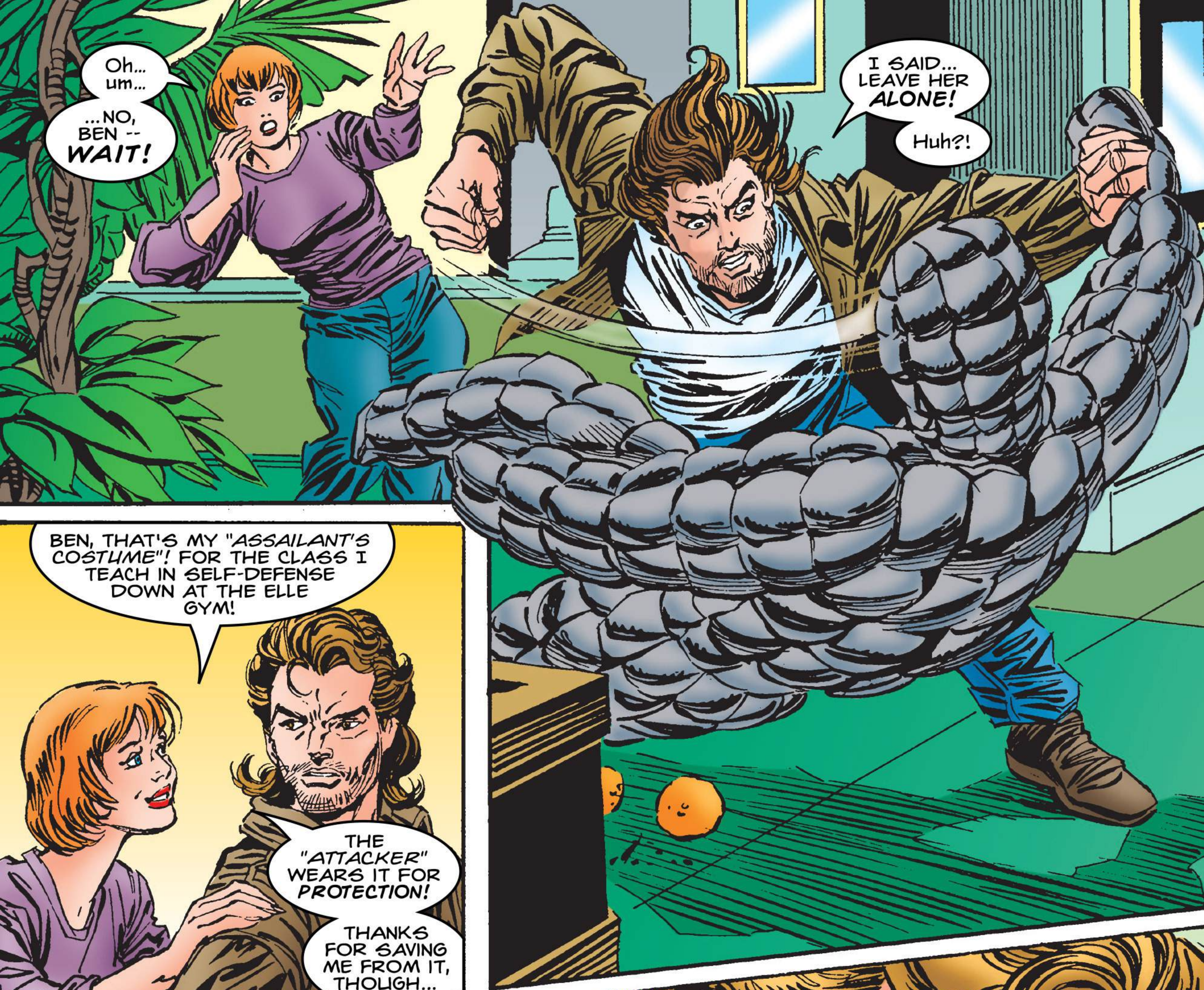
IT'S THAT GIRL I MET THE OTHER DAY --

-- CARRIE!



HEY! LEAVE HER ALONE!

IN AMAZING SCARLET SPIDER #1, to be exact! -- Bob.



THE CITY ROOM
OF THE DAILY
BUGLE --

-- THE DESK OF
KEN ELLIS --

BINGO!
SOMETHING
FROM DONNEGAN!
JUST WHAT I
WAS WAITING
FOR!

NOW
THAT I'VE
GOT MOST OF MY
SOURCES ON-LINE, ALL
I'VE GOTTA DO IS SIT
BACK AND LET THE
INFORMATION
POUR IN.

Ah,
LIFE IS GOOD!
TECHNOLOGY IS
GOOD! E-MAIL IS
GOOD!

SO,
C'MON,
BABY --

-- GIMME
A PRINT-
OUT!

HEY --
THIS ISN'T FROM
DONNEGAN! SOME-
ONE ELSE TAPPED
INTO --

-- HOLY
COW! CAN
THIS BE
RIGHT?!

-- I'M
SAYING, YIN,
THERE'S A FINE
LINE BETWEEN
JOURNALISM AND
ART, AND YOUR
PHOTOS...

THIS SAYS
THERE'S GOING TO
BE SOME KIND OF
BIG PARTY TONIGHT
AT THE CLUB
NOIR!

AND
WITH ALL THESE
MOBSTERS ON THE
GUEST LIST, IT'S THE KIND
A GOOD REPORTER
SHOULDN'T
MISS!

-- AND IF
I WANT ART,
I'LL GO TO A
MUSEUM!

C'MON,
ANGELA -- I
GOT A HOT
TIP --

-- WE'RE
GOING TO
DINNER!

CYBERSPACE.

AN ELECTRONIC REALM OF INFINITE BOUNDARIES -- LIMITED ONLY BY THE PROGRAMS WHICH DEFINE IT, IT SWIMS AND SWIRLS WITH POTENTIAL AND POSSIBILITY!

AT THE MOMENT, HIDDEN AWAY AS IT IS FROM THE PHYSICAL PLANE, IT SERVES AS A DISCREET RENDEZVOUS SITE...

I PUT OUT THE CONTRACT ON TSO -- WHY DID YOU FEEL IT NECESSARY TO ALERT ELLIS TO THE HIT?

YOUR MAN WADE DISCOVERED THAT TSO HAS BEEN IN COMPETITION WITH US FOR THE COMPONENTS WE NEED TO FULFILL OUR PLANS.

...FOR A DIGITIZED PROJECTION OF DOCTOR OCTOPUS AND HER MYSTERIOUS PARTNER IN CRIME...

...WHO, SO FAR, HAS TAKEN A FORM CONSISTING OF LITTLE MORE THAN A COLLECTION OF ELECTRIC SPARKS WITHIN CYBERSPACE.

ELLIS'S COVERAGE OF TSO'S SUDDEN DEMISE WILL SEND A MESSAGE TO ANYONE ELSE WHO MIGHT CONSIDER MOVING AGAINST US.

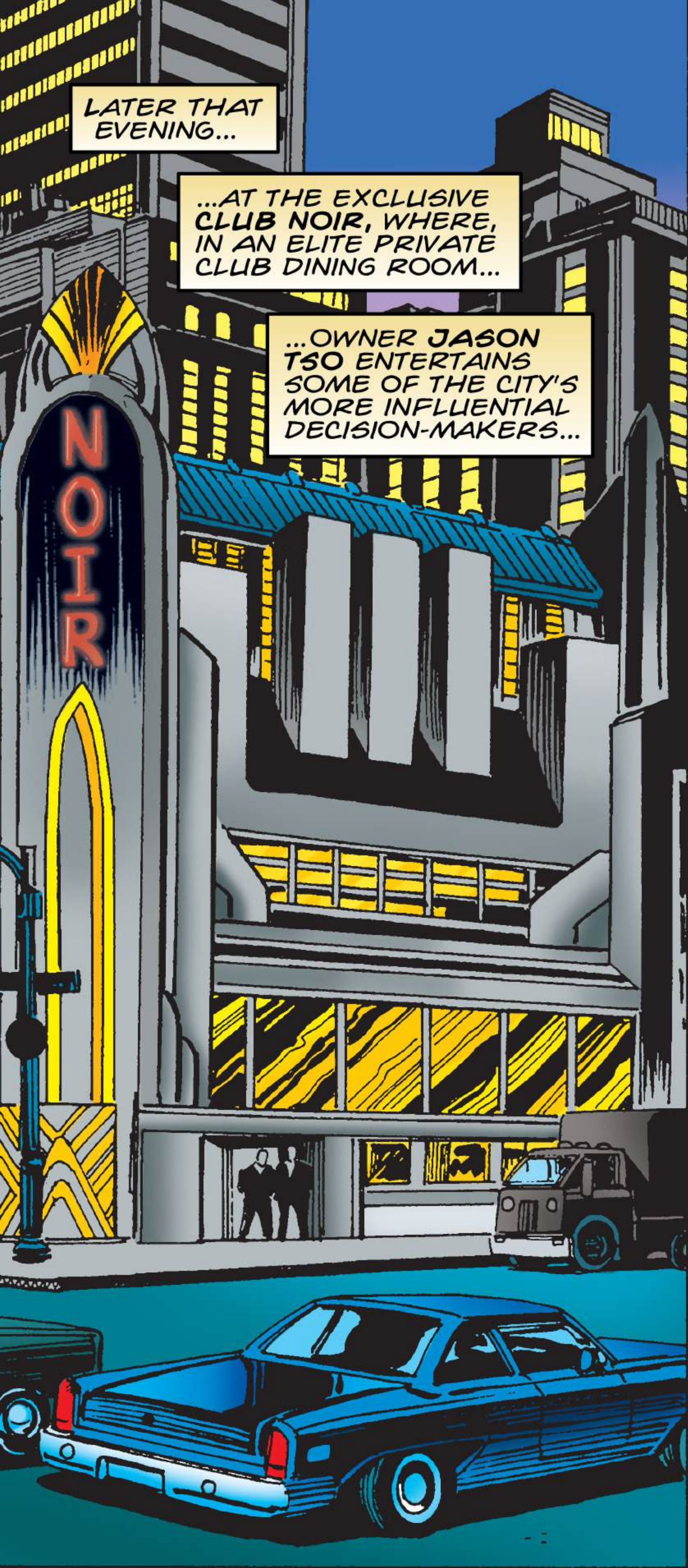
SO LONG AS ELLIS DOESN'T INTERFERE. I WANT TSO DEAD.

BUT THE COLLABORATORS' MEETING DOES NOT ALTOGETHER GO UNNOTICED BY PRYING EYES...

Hmmm... BEING STUCK IN CYBERSPACE DOES HAVE ITS ADVANTAGES --

-- LIKE BEING SECRETLY ABLE TO SPY ON MY DAUGHTER AND FIND OUT WHAT SHE'S REALLY UP TO.

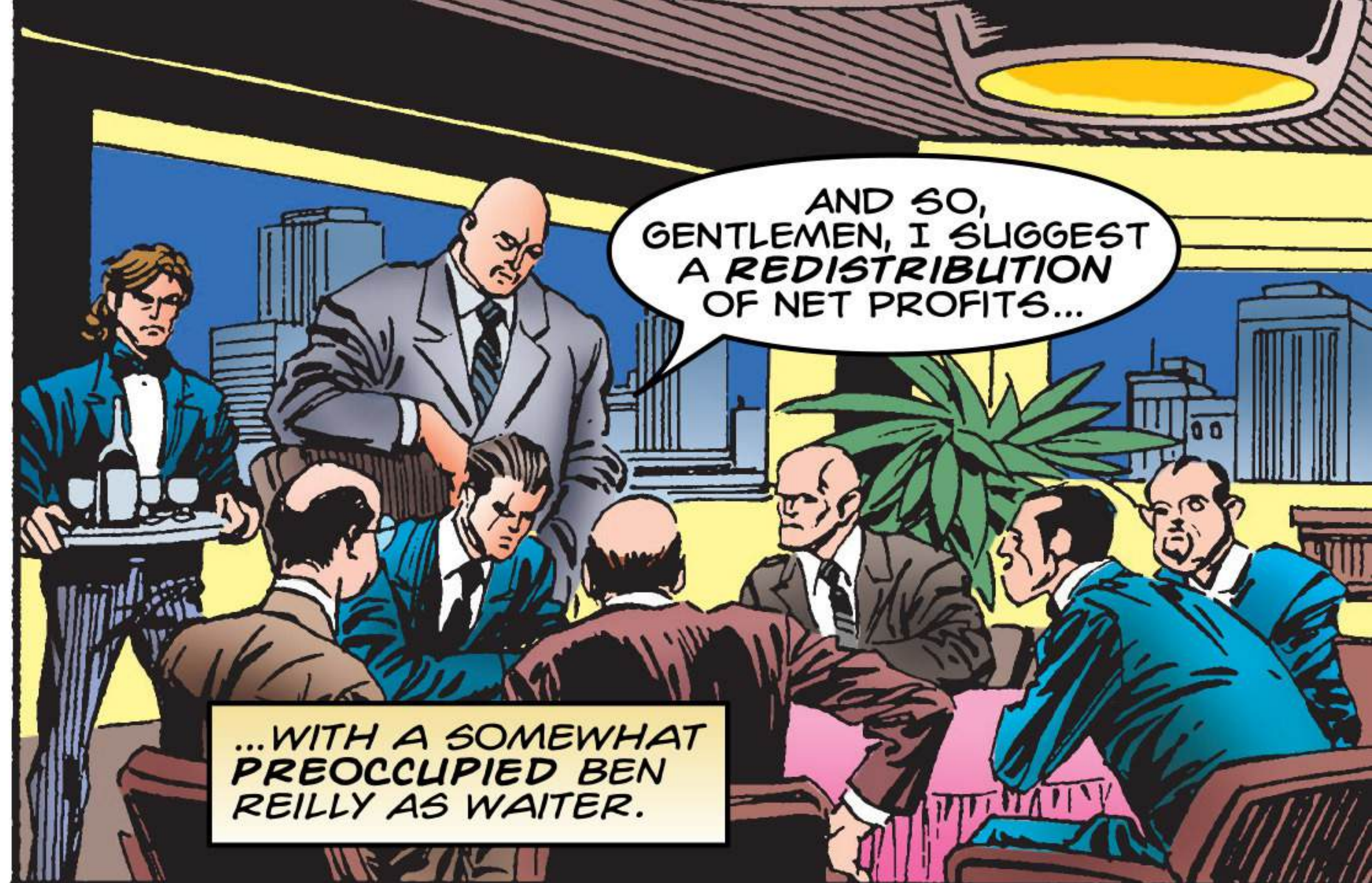
THIS CALLS FOR MORE STUDY...



LATER THAT EVENING...

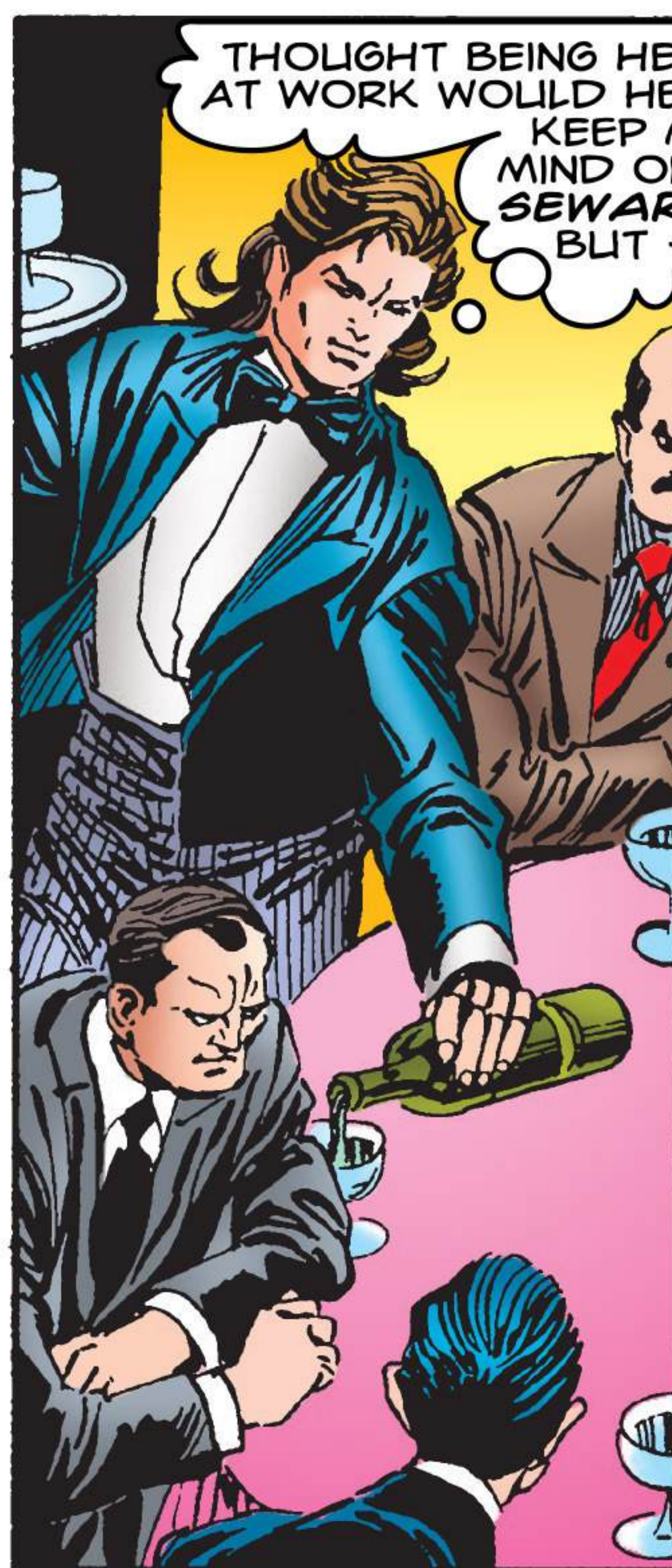
...AT THE EXCLUSIVE CLUB NOIR, WHERE, IN AN ELITE PRIVATE CLUB DINING ROOM...

...OWNER JASON TSO ENTERTAINS SOME OF THE CITY'S MORE INFLUENTIAL DECISION-MAKERS...



AND SO, GENTLEMEN, I SUGGEST A REDISTRIBUTION OF NET PROFITS...

...WITH A SOMEWHAT PREOCCUPIED BEN REILLY AS WAITER.



THOUGHT BEING HERE AT WORK WOULD HELP KEEP MY MIND OFF SEWARD, BUT --



THERE'S A CALL FOR YOU IN YOUR OFFICE, MISTER TSO --
-- THE PRIVATE LINE.

THANK YOU, KANNOR.



GENTLEMEN, IF YOU'LL EXCUSE ME, I --

WHAT?!?

Oh --!

YOU CLIMSY OAF!

KANNOR, TAKE CARE OF THIS, WOULD YOU?



YOU'RE DONE. GET YOUR THINGS TOGETHER AND GET OUT -- NOW!

IT HAS COME TO MY ATTENTION THAT THE ESTEEMED DOCTOR OCTOPUS HAS BECOME AWARE OF YOU.



I HAVEN'T A CLUE AS TO WHY SHE WOULD NEED THE CYBER-NEURAL INDUCTORS, BUT TO DATE SHE HAS BEEN ADAMANT ABOUT GETTING THEM.

THE EXPERIMENTAL COMPONENTS FIRST SEEN IN WEB OF SCARLET SPIDER #1 --Bob.



I'M CERTAIN I DON'T HAVE TO REMIND YOU AS TO HOW VITAL THOSE "CHIPS" ARE TO OUR OPERATION...

CERTAINLY NOT. AND REST ASSURED, MY FRIEND, I WILL HAVE THE INDUCTORS DELIVERED TO YOU IN A VERY SHORT WHILE.



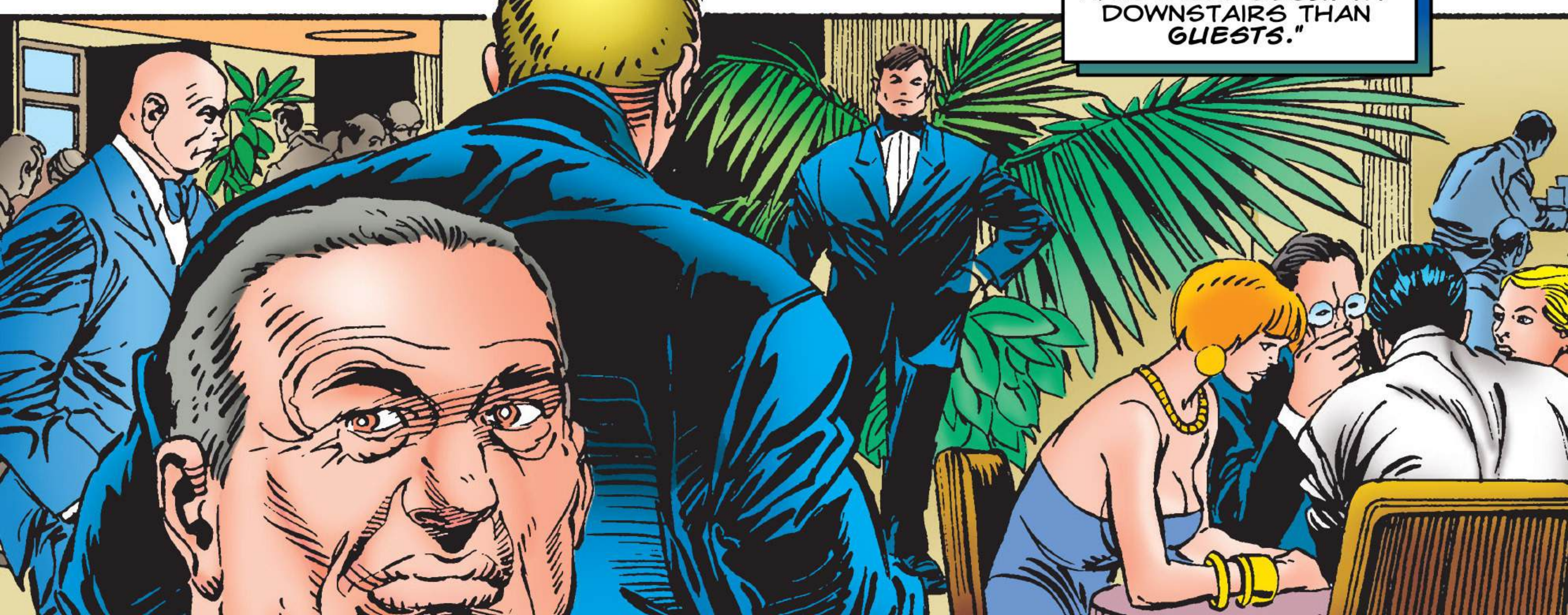
I'M SURE YOU WILL.

IN THE MEANTIME, I WOULD NOT PUT IT PAST THIS OCTOPUS TO ATTEMPT TO "ELIMINATE" THE COMPETITION --

-- YOU'D DO WELL TO WATCH YOUR BACK.



THANKS FOR THE CONCERN, BUT I THINK I CAN SAY, WITH ALL CERTAINTY --



"-- THAT RIGHT NOW I HAVE MORE SECURITY DOWNSTAIRS THAN GUESTS."



MEANWHILE,
OUTSIDE,
OUT BACK --

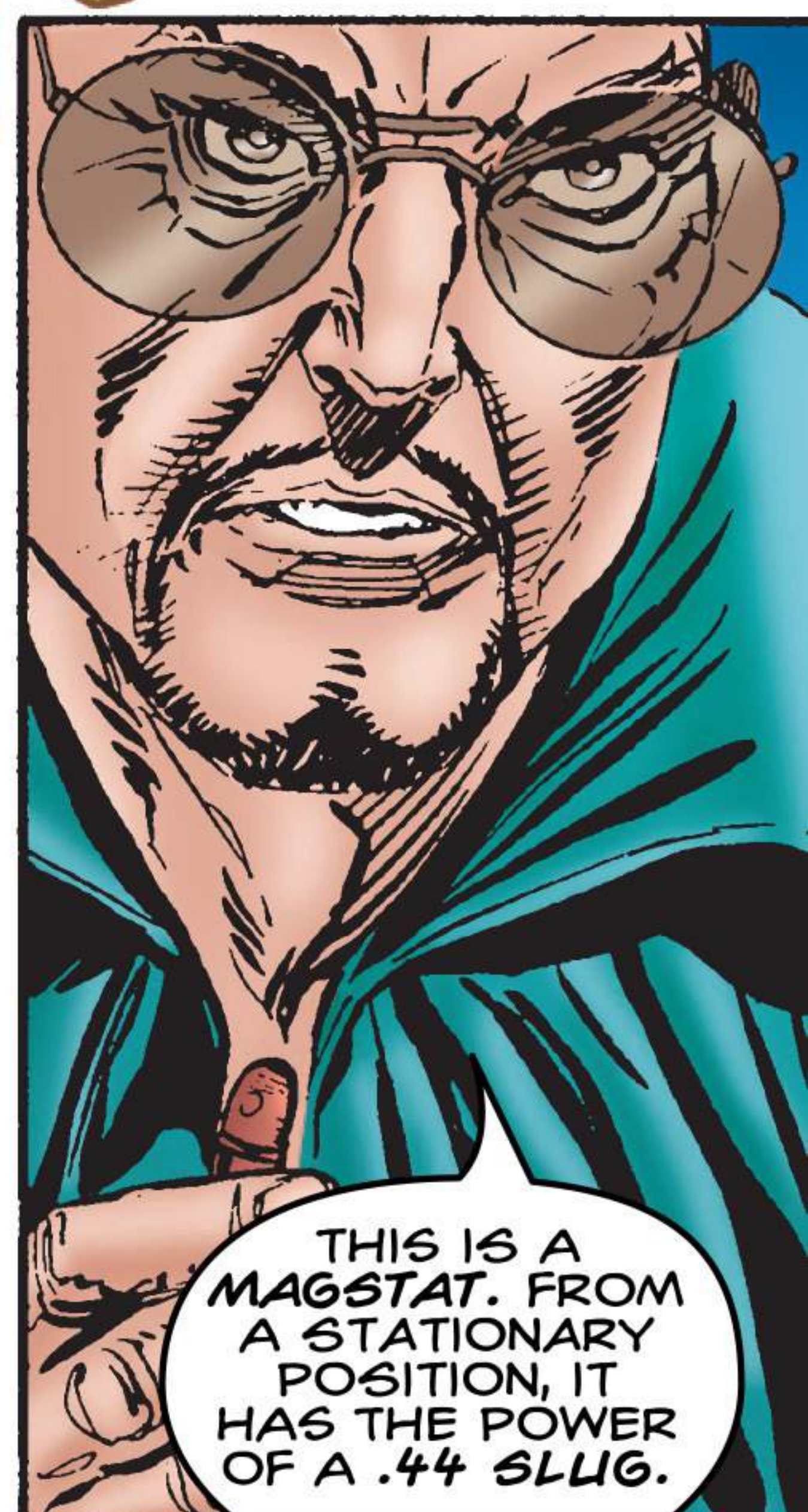
...AN' THE
BARTENDER
SAYS, "HEY -- I
TOLDJA BEFORE --
WE DON'T
SERVE FOOD
HERE!"

Heh
heh heh...
Oh, MAN,
DAT'S A
GOOD
ONE!



CONSCIOUS,
BUT IMMOBILE!
VERY GOOD,
GENTLEMEN.

NOW
ALLOW ME
TO MAKE THE
APPROPRIATE
INTRODUC-
TIONS.



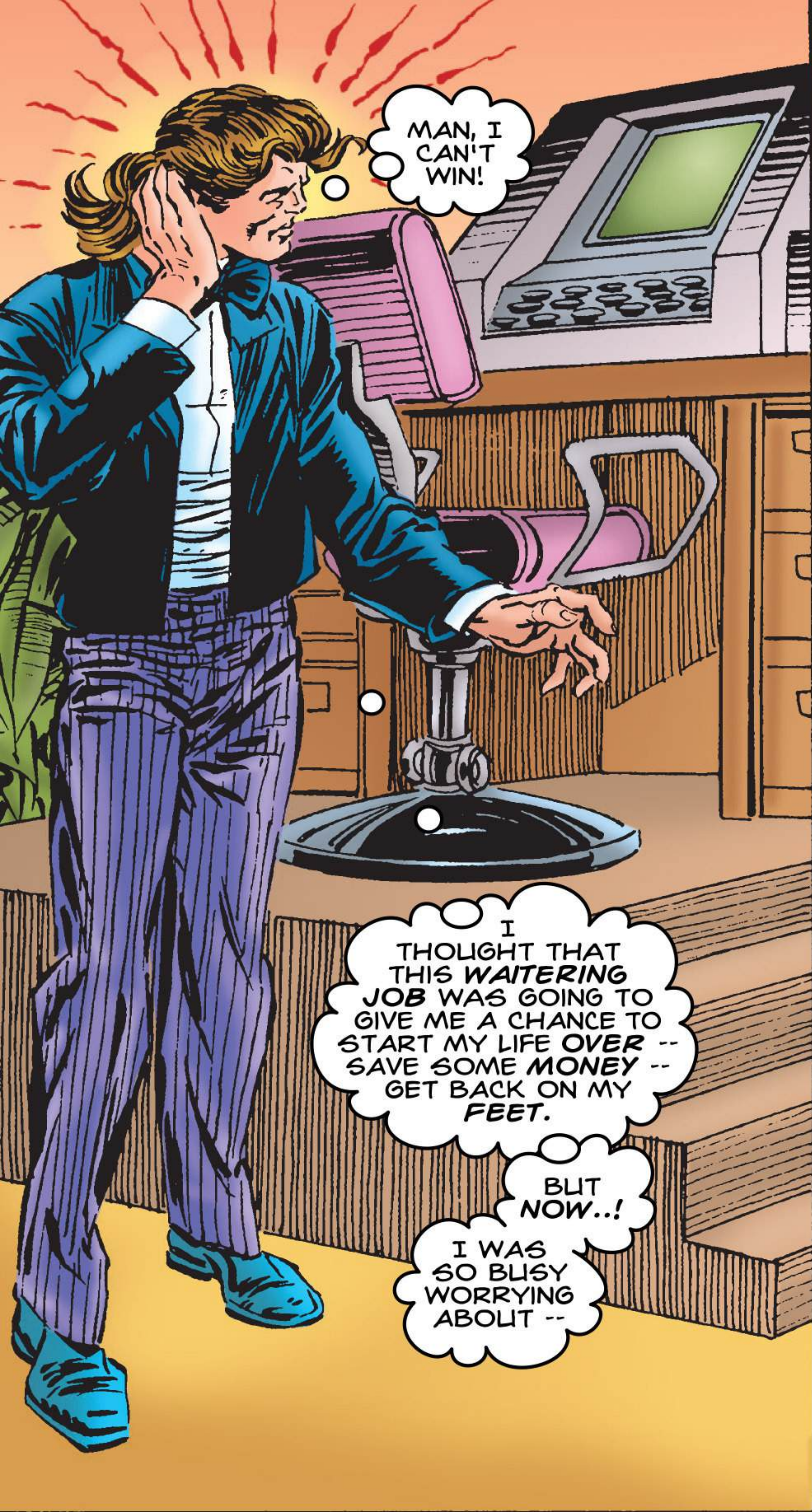
THIS IS A
MAGSTAT. FROM
A STATIONARY
POSITION, IT
HAS THE POWER
OF A .44 SLUG.



IT'S
DETONATED
BY A RECEIVER
I CARRY IN MY
POCKET.



NOW...
LET'S
TALK.

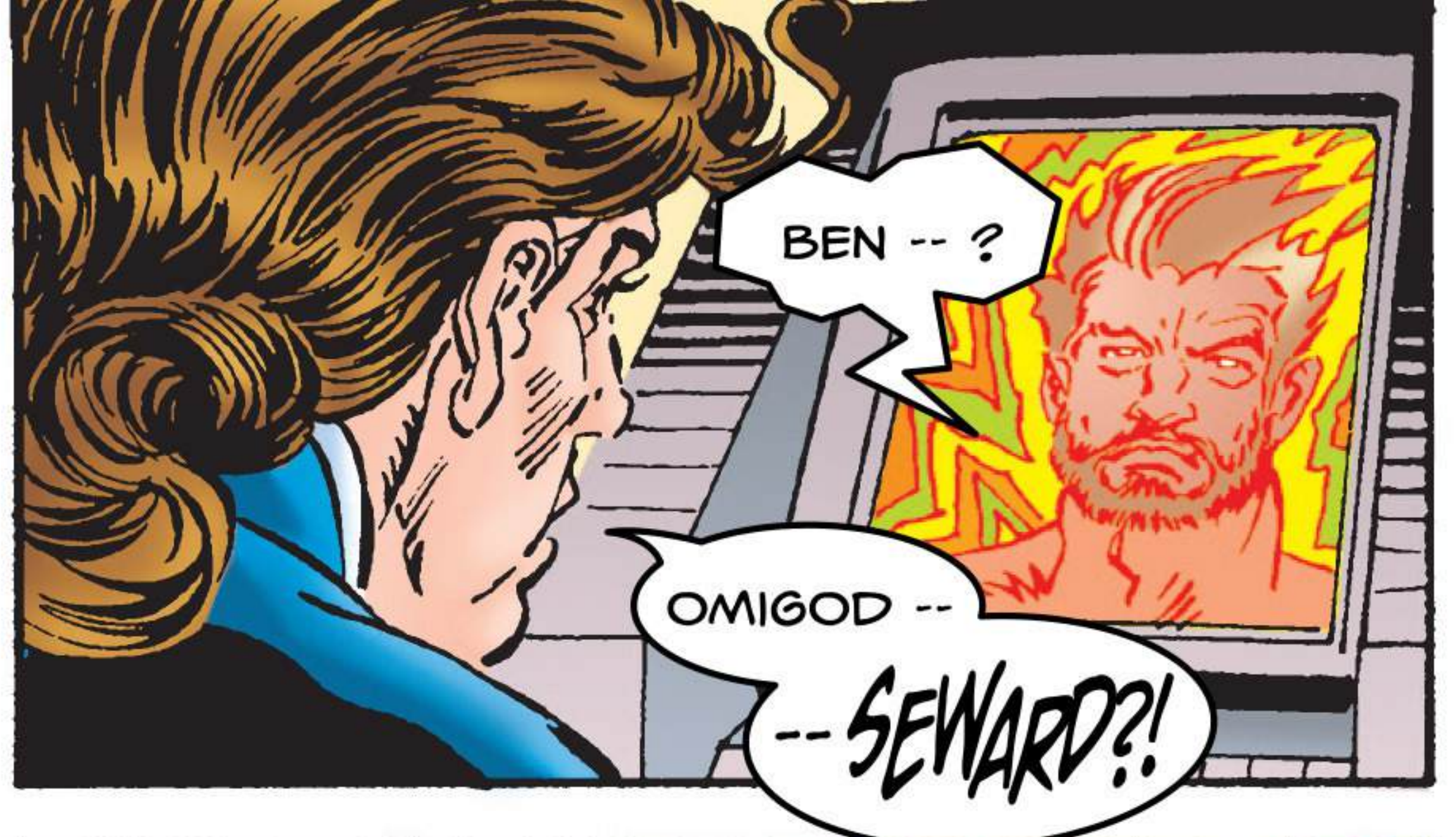


MAN, I CAN'T WIN!

I THOUGHT THAT THIS WAITERING JOB WAS GOING TO GIVE ME A CHANCE TO START MY LIFE OVER -- SAVE SOME MONEY -- GET BACK ON MY FEET.

BUT NOW...!

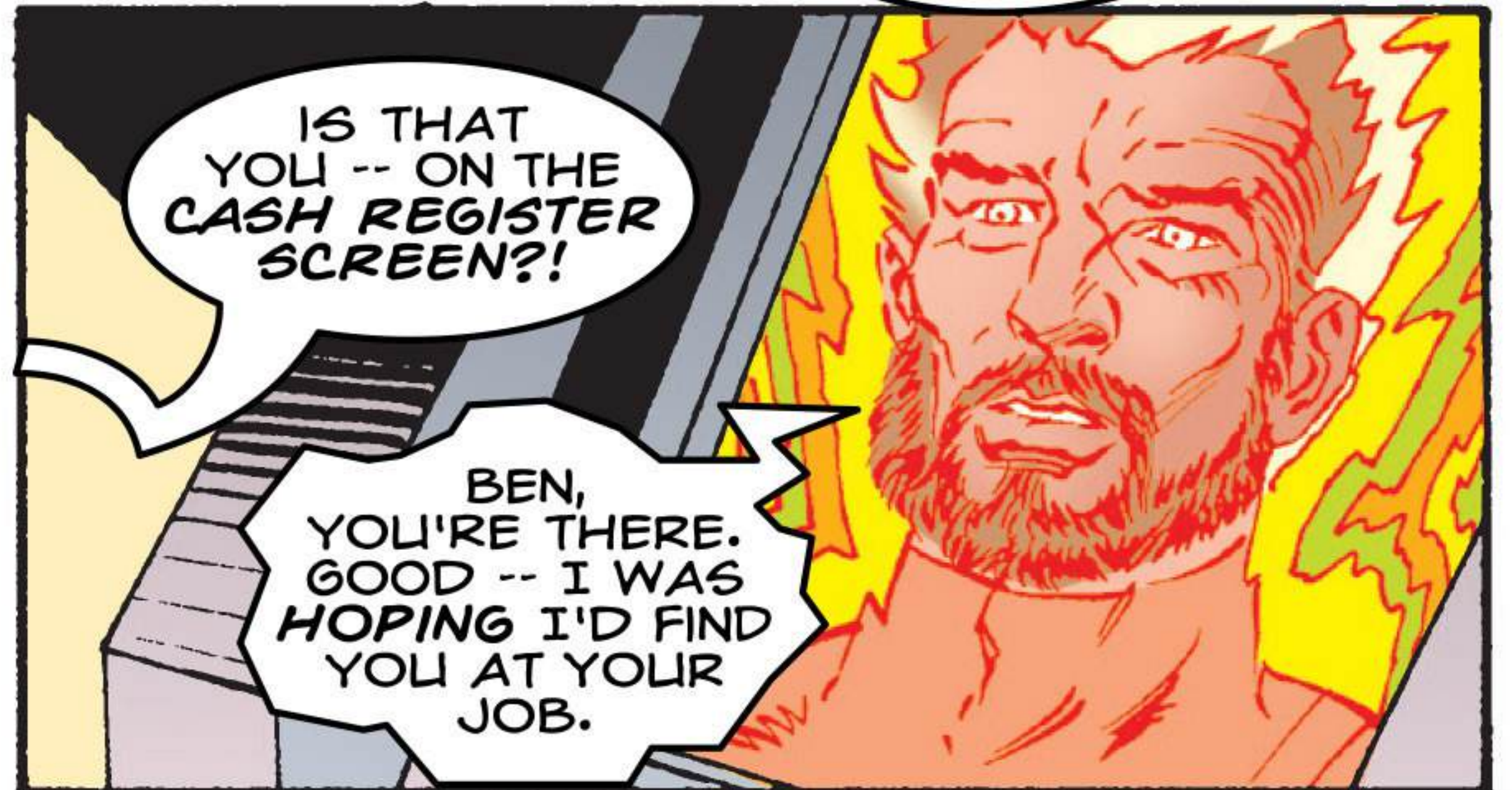
I WAS SO BUSY WORRYING ABOUT --



BEN -- ?

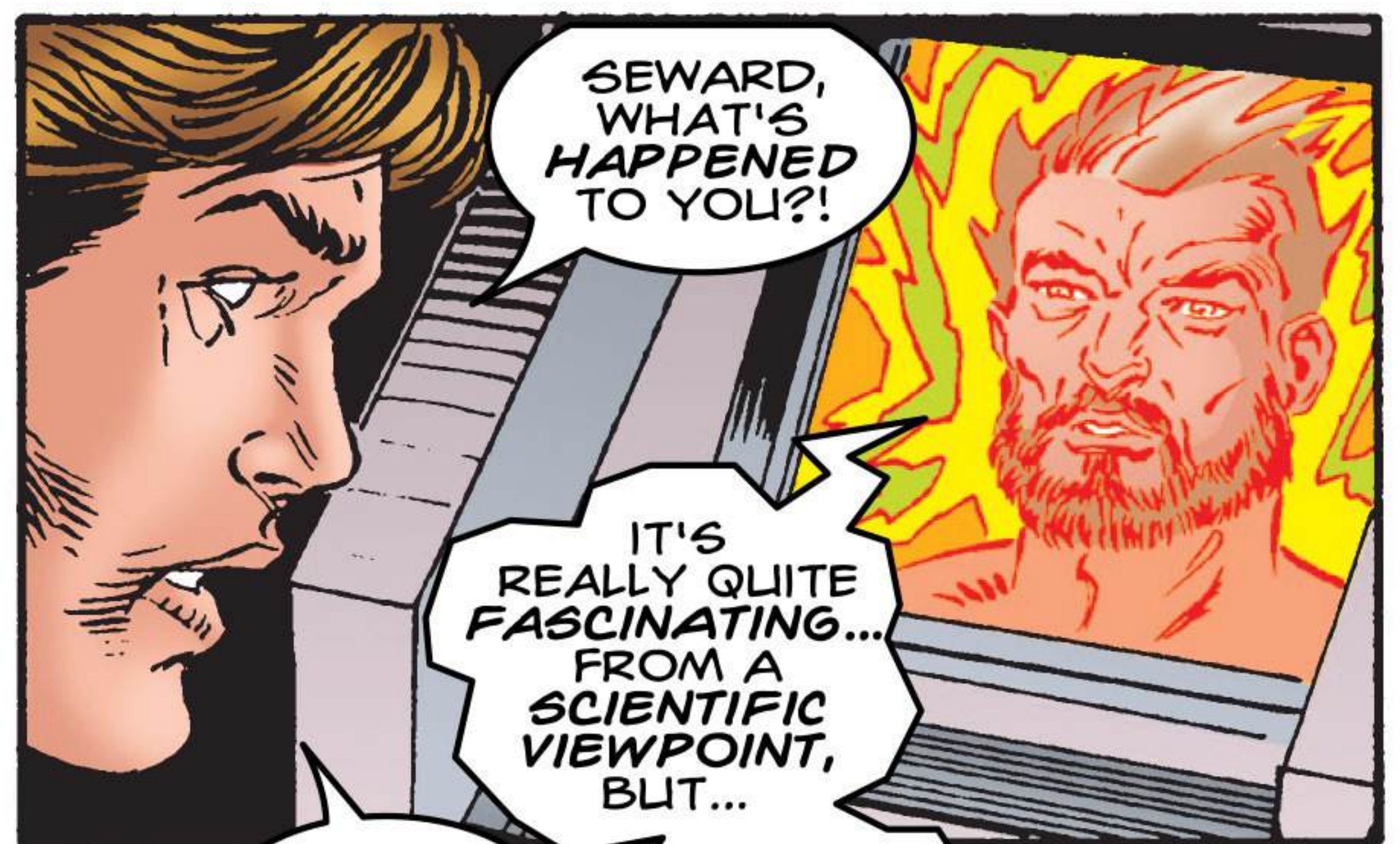
OMIGOD --

-- SEWARD?!



IS THAT YOU -- ON THE CASH REGISTER SCREEN?!

BEN, YOU'RE THERE. GOOD -- I WAS HOPING I'D FIND YOU AT YOUR JOB.



SEWARD, WHAT'S HAPPENED TO YOU?!

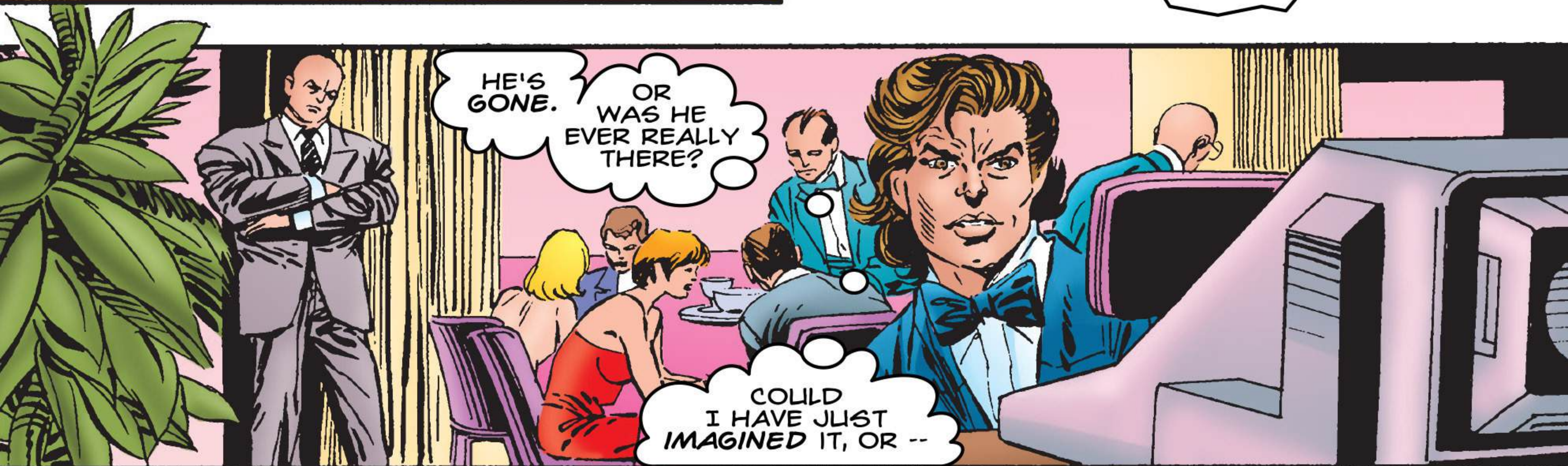
IT'S REALLY QUITE FASCINATING... FROM A SCIENTIFIC VIEWPOINT, BUT...

SEWARD?

SEWARD?

->BZZT<-

->BZZT<-



HE'S GONE.

OR WAS HE EVER REALLY THERE?

COULD I HAVE JUST IMAGINED IT, OR --



-- LIH-OH, MY SPIDER-SENSE IS GOING OFF...

...AND NO WONDER -- THAT'S KEN ELLIS FROM THE BUGLE!

OF ALL THE PLACES FOR HIM TO TAKE A DATE!



Mr. TSO
SAYS SHOW
THEM IN!

YES.
SEND THEM
IN.

WHEW --
THAT WAS CLOSE!
THE LAST THING I
NEED IS TO HAVE A
DAILY BUGLE REPORTER
MISTAKE ME FOR THE
PETER PARKER WHO'S
BEEN WORKING
AT THE NEWS-
PAPER!

SO TELL ME, Mr. ELLIS --
WHY WOULD THE **BUGLE**
HAVE ANY INTEREST
IN ME?

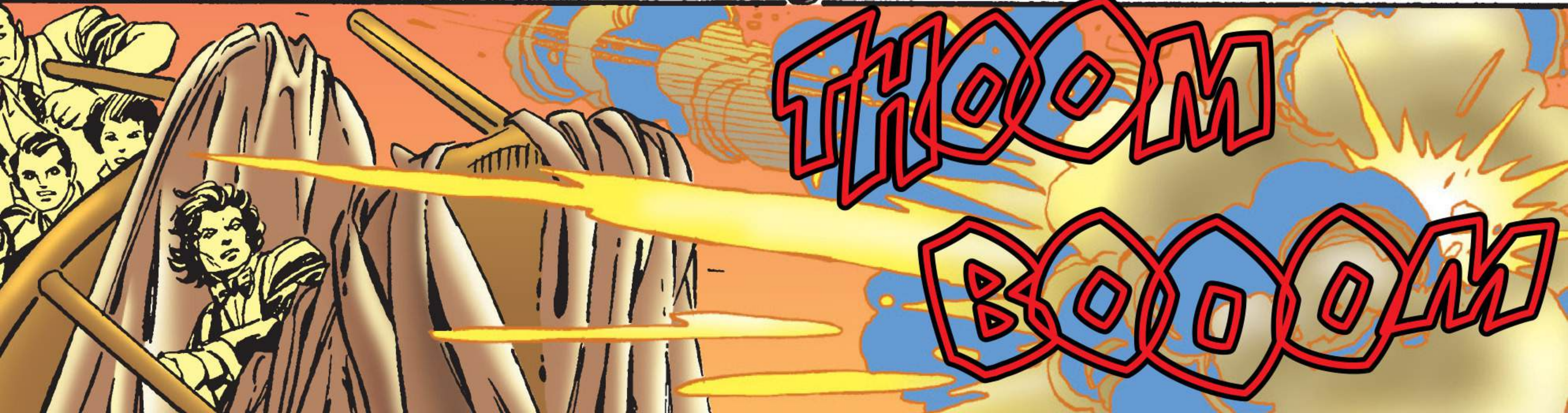
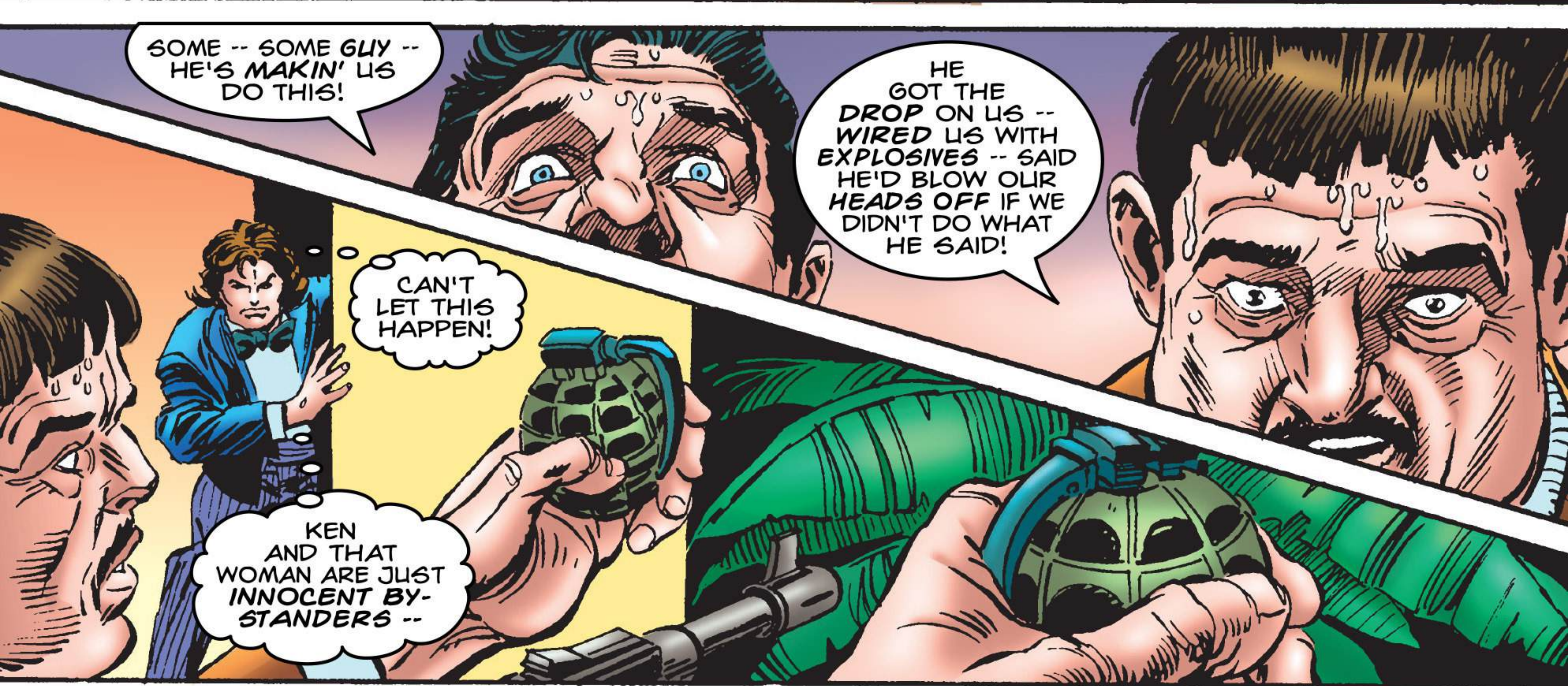
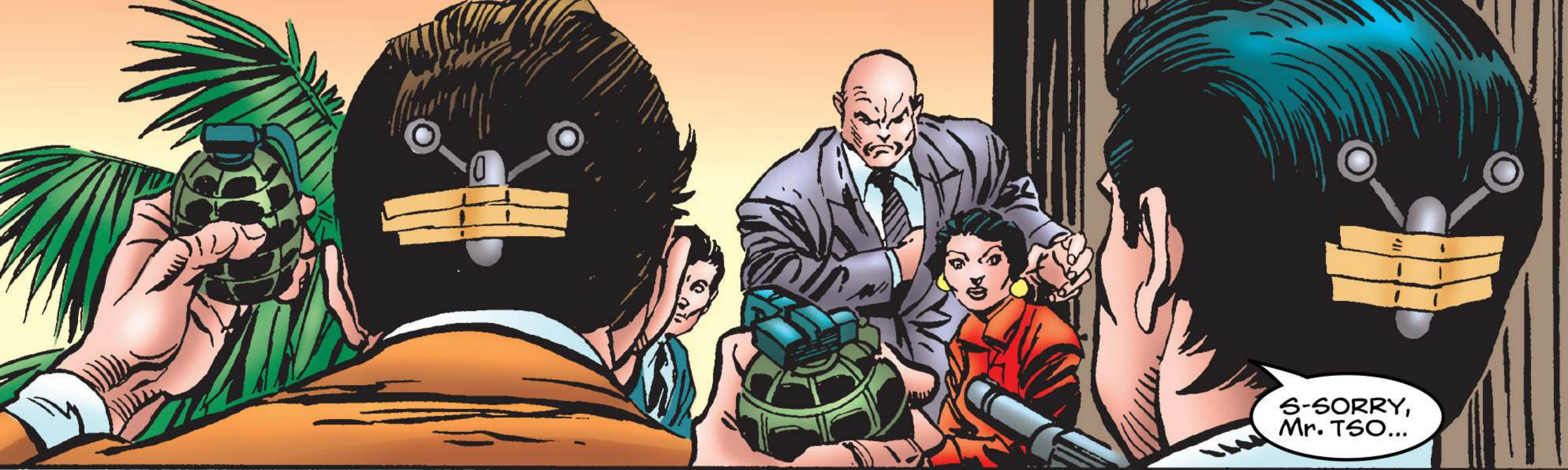
YOU
TELL ME,
TSO.

I GOT
A TIP THAT
THERE WAS GOING
TO BE A MEETING HERE
TONIGHT WITH A GUEST LIST
THAT READS LIKE THE
FBI'S MOST WANTED
AND YOU'RE
THE **HOST**!

Mr.
ELLIS, I CAN
ASSURE YOU --

Lh...
Mr. TSO? WE
MIGHT HAVE A
PROBLEM.

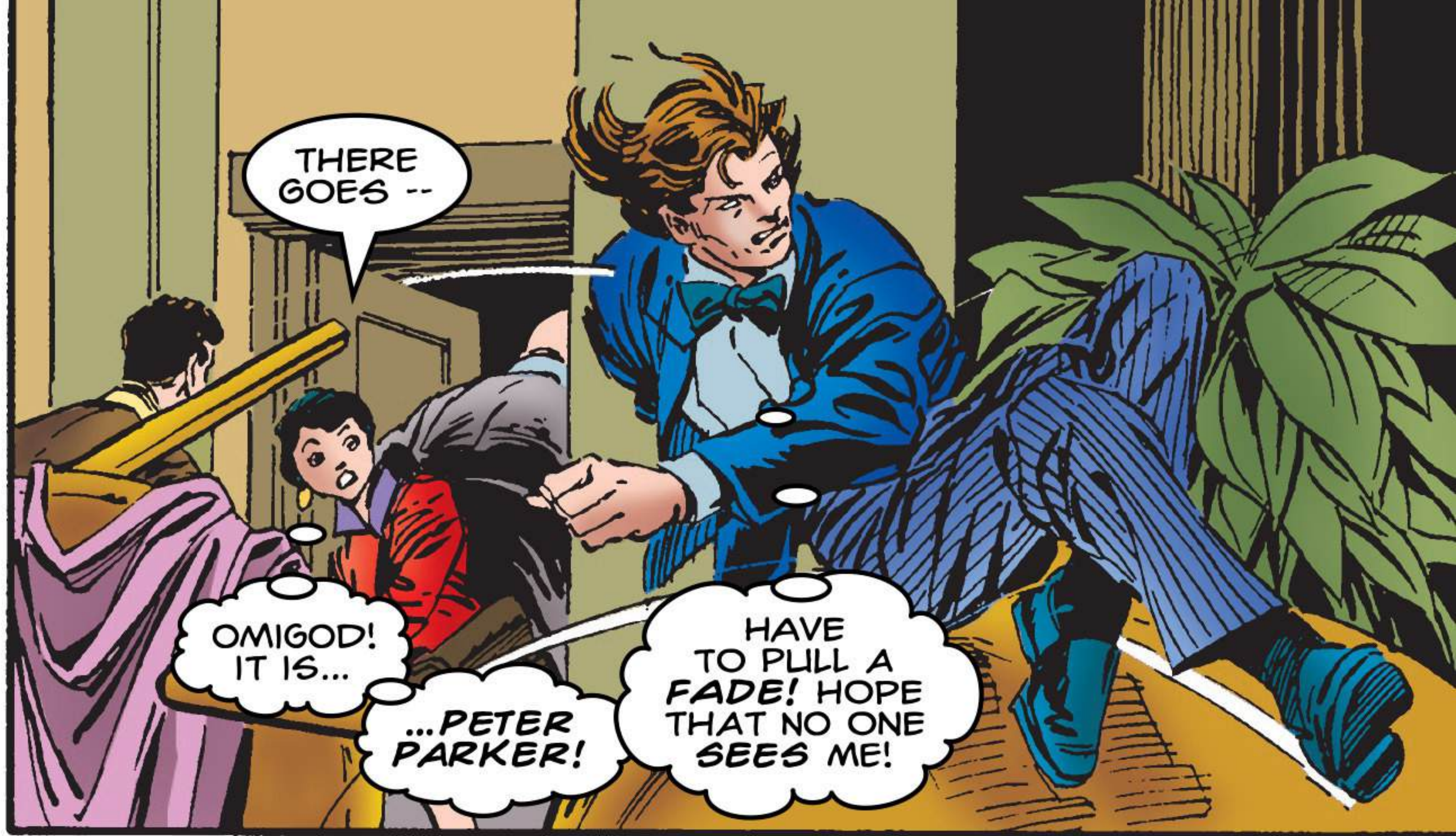
LENNY...
CARLO... WHAT'S
THIS ALL
ABOUT..?





VARGA!
GET DAVE
AND LEON UP
HERE!

THERE
GOES
TSO!



THERE
GOES --

OMIGOD!
IT IS...

...PETER
PARKER!

HAVE
TO PULL A
FADE! HOPE
THAT NO ONE
SEES ME!



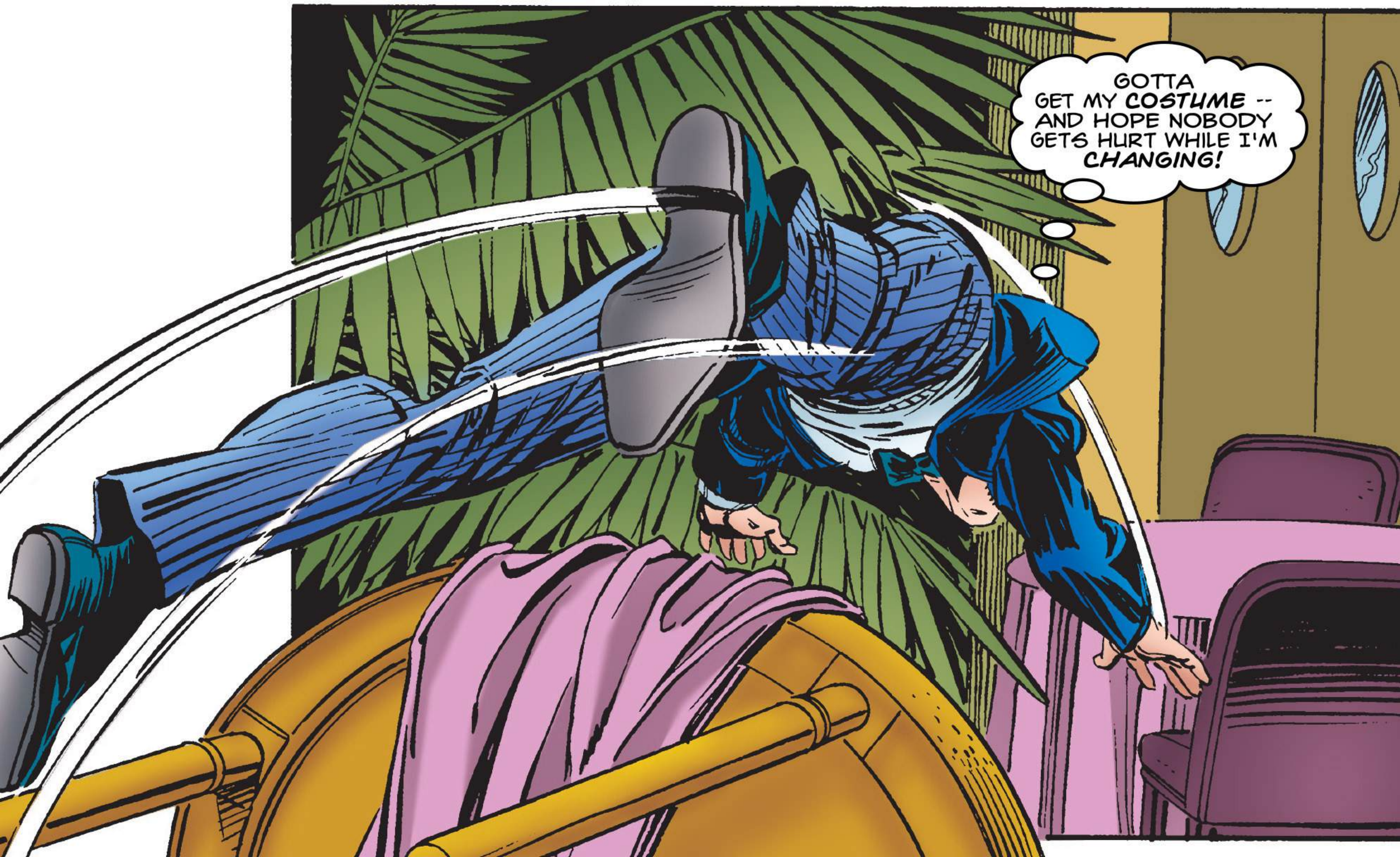
LIGHTS
OUT! WELL,
THAT CAN ONLY
HELP!



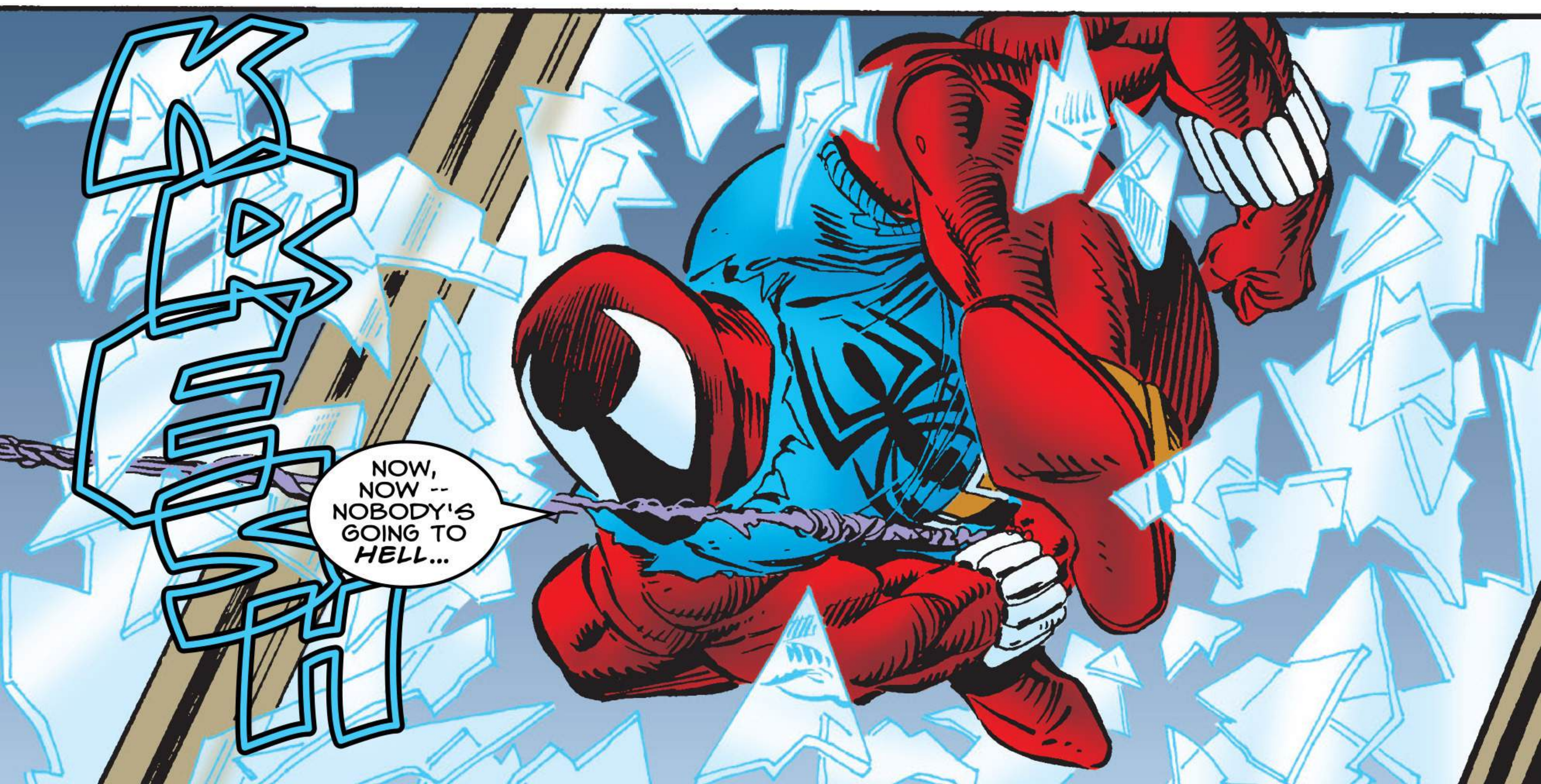
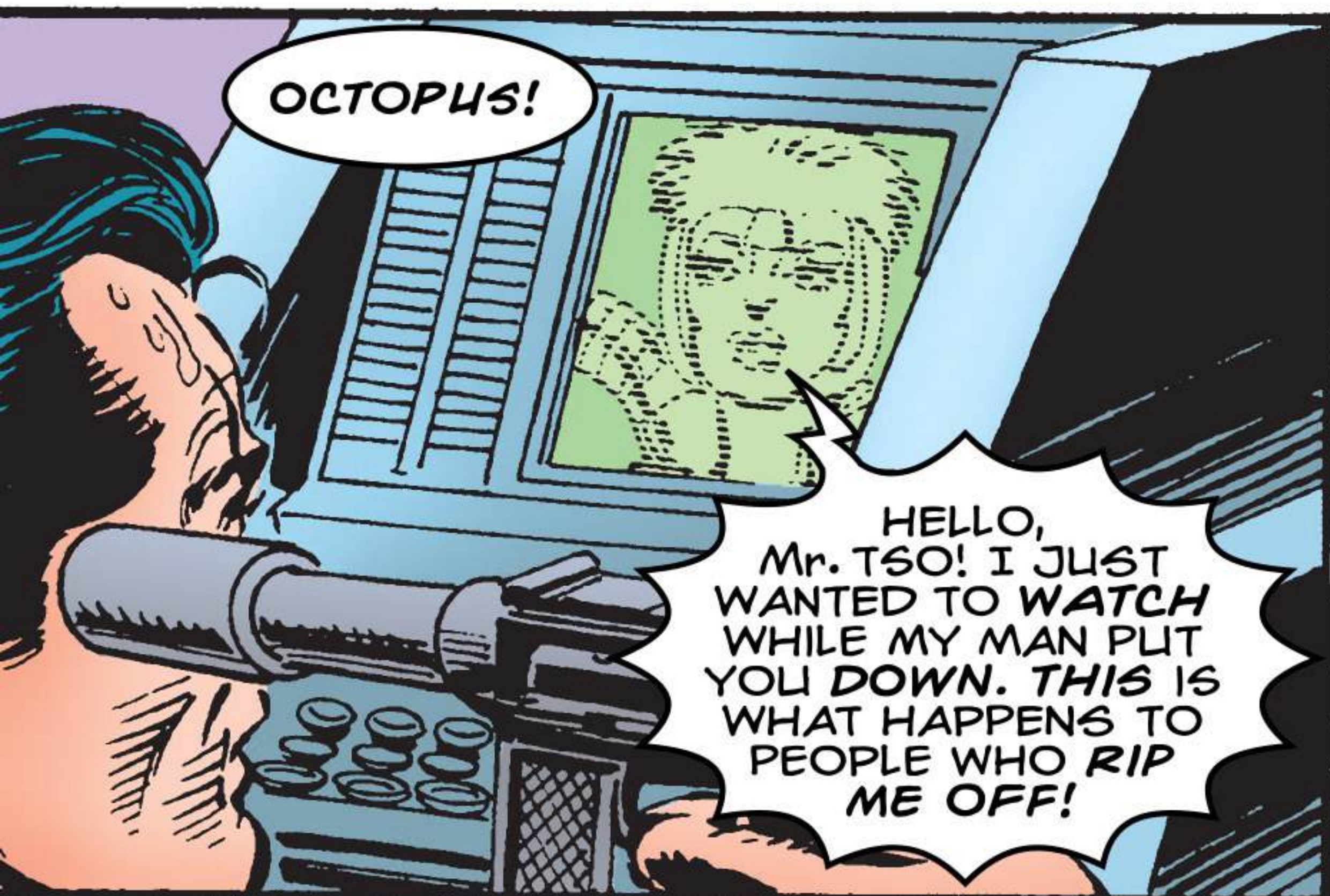
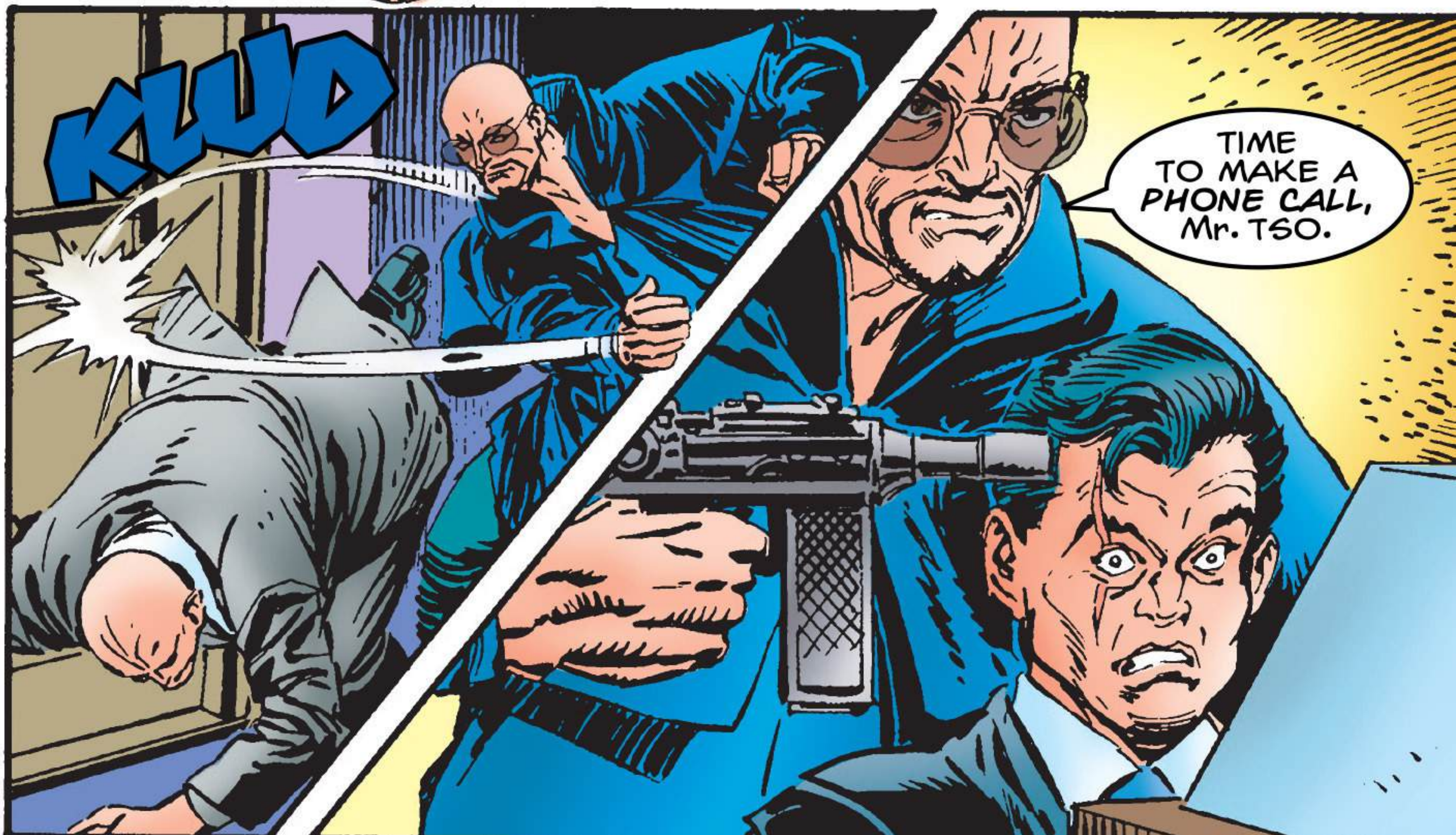
C'MON,
ANGE -- WE
GOTTA GET
AFTER
TSO!

KEN, IS
THIS REALLY
WORTH
IT?

A GOOD
STORY IS WORTH
ANYTHING!



GOTTA
GET MY COSTUME --
AND HOPE NOBODY
GETS HURT WHILE I'M
CHANGING!





SO --
SPIDER --
ARE YOU IN THE
HABIT OF PROTECTING
EVERYBODY THESE
DAYS? EVEN
GARBAGE LIKE
TSO?

MAYBE
I JUST
LIKE MAKING
YOUR LIFE
HARDER...



YOU!
I'LL **DOUBLE**
YOUR FEE IF YOU
EXTERMINATE
THAT SPIDER,
PRO!

TRIPLE.



DONE.



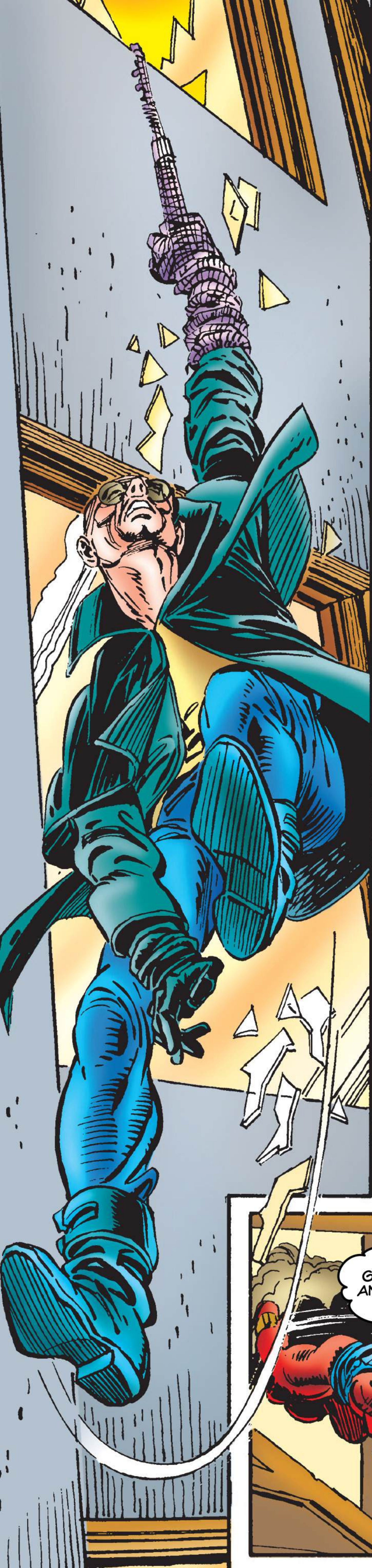
ALL
I NEEDED
WAS FOR YOU
TO MOVE THE
GUN --

THUD

-- GIVING
ME A
CHANCE
TO DO
THIS!

HNGH.

KESH



HEY -- MR. DANGEROUS!-- IT'S OVER.

IT'S NOT OVER...



"...UNTIL THE CONTRACT IS FULFILLED."



WHOA! KANNOR GOT TSO OUT--

THWIP



"-- BUT THAT STILL LEAVES --"

THWAP



-- ELLIS AND HIS LADYFRIEND!

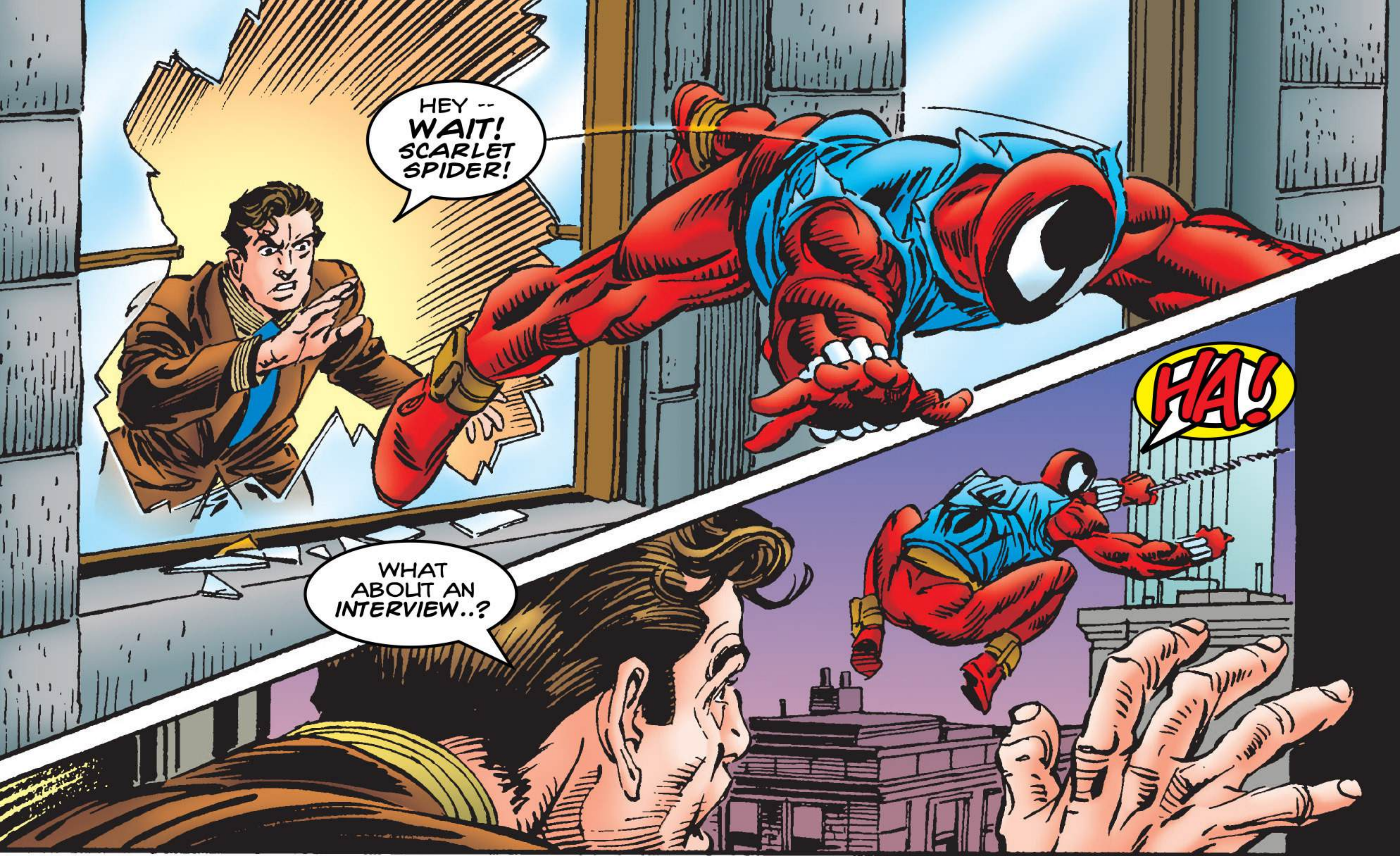
HAVE TO LEAVE THEM HERE IN THE HALLWAY--



-- THEN GO BACK IN AND CHECKED ON Mr.--



-- GONE!



HEY --
WAIT!
SCARLET
SPIDER!

HA!

WHAT
ABOUT AN
INTERVIEW..?

TO THE
GUY WHO GAVE
ME THAT STUPID,
PATHETIC, LAME
NAME..?

IN YOUR
DREAMS.
ELLIS!



MINUTES
LATER...

HEY--
WHAT'S
THIS...?!



I WAS
FIRED...
REMEMBER?



AND RIGHTLY SO.
AFTER ALL, YOU
MADE A LOUSY
WAITER...

... THAT'S
WHY I'M
MAKING YOU
ONE OF MY
BODYGUARDS!
WELCOME TO
THE CLUB,
KID!

YOU
KEEP UP
WITH THE KIND
OF MOVES YOU
SHOWED ME BACK
THERE, THERE'S NO
TELLING WHERE
YOU'LL GO!



WHUH --
WHAT?!

WELCOME YOUR
NEW PARTNER,
ORLANDO.



A
PLEASURE...



MINUTES
LATER...

... IF
YOU CAN
CALL THE PAIN
OF A GUY
TRYING TO CRUSH
EVERY BONE IN
YOUR HAND "A
PLEASURE!"

TOO
BAD WE
CAN'T GET THAT
SPIDER-GUY
ON THE
PAYROLL--

I'M
TELLING
YOU, I OWE
BOTH HIM
AND YOU...
BIG TIME

KID,
YOU'RE MY
KIND OF
PEOPLE!

WHAT
HAVE I
GOTTEN
MYSELF
INTO...?!

**VIRTUAL MORTALITY
CONCLUDES IN THE
SPECTACULAR SCARLET
SPIDER #1--BE THERE!**

#1

THERE'S A **NEW** WEB-SLINGER IN TOWN!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

NOV
\$1.95 US
\$2.75 CAN
MARVEL
SPIDER-MAN
GROUP

THE SPECTACULAR SCARLET SPIDER

**VIRTUAL
MORTALITY**
PART 4 OF 4



Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man**! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...**Stan Lee** presents: **THE SCARLET SPIDER!**

Virtual Mortality Part IV
**BETWEEN A ROCK
AND A HARD-DRIVE!**

"FESTER
WAS AN
EXCELLENT
CHOICE.

"WITH THE STRENGTH AND
INVULNERABILITY HE
GAINED FROM BEING
EXPOSED TO AN
IRRADIATED METEOR--

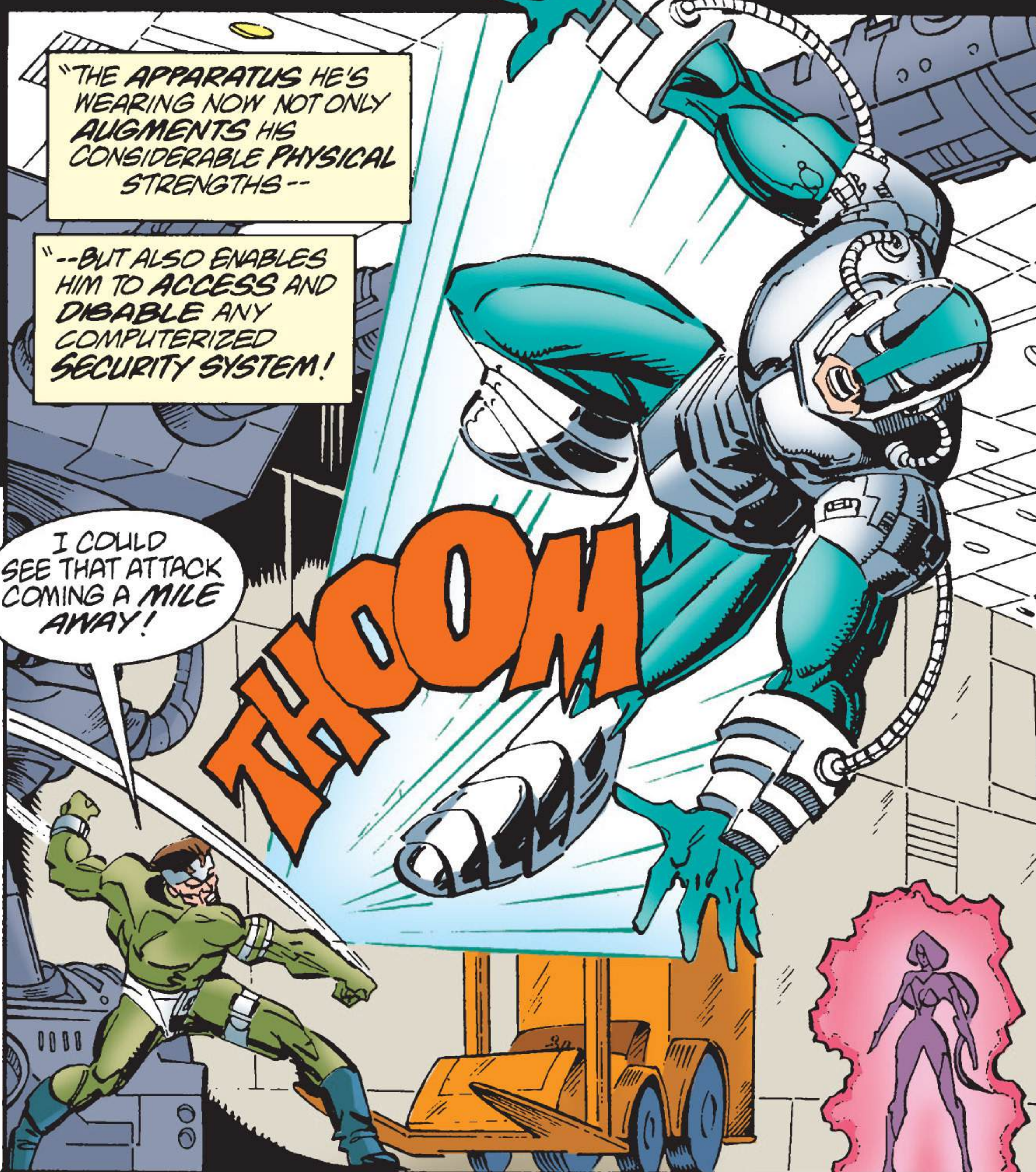
--ALONG WITH HIS
IMPRESSIVE
BACKGROUND IN
THIEVERY--

"--THE MAN THE WORLD
ONCE KNEW AS THE
LOOTER HAS PROVEN
TO BE THE PERFECT
CANDIDATE FOR
CYBERNETIC
ENHANCEMENT!

WHAT'RE
YOU...

...STUPID?!?

WRITER
TODD DEZAGO
BREAKDOWNS
SAL BUSCEMA
FINISHES
JIMMY PALMIOTTI
letters colors
CLEM JOHN
ROBINS KALISZ
color separations
MALIBU
EDITOR
ERIC FEIN
VIRTUAL EDITOR
BOB BUDIANSKY

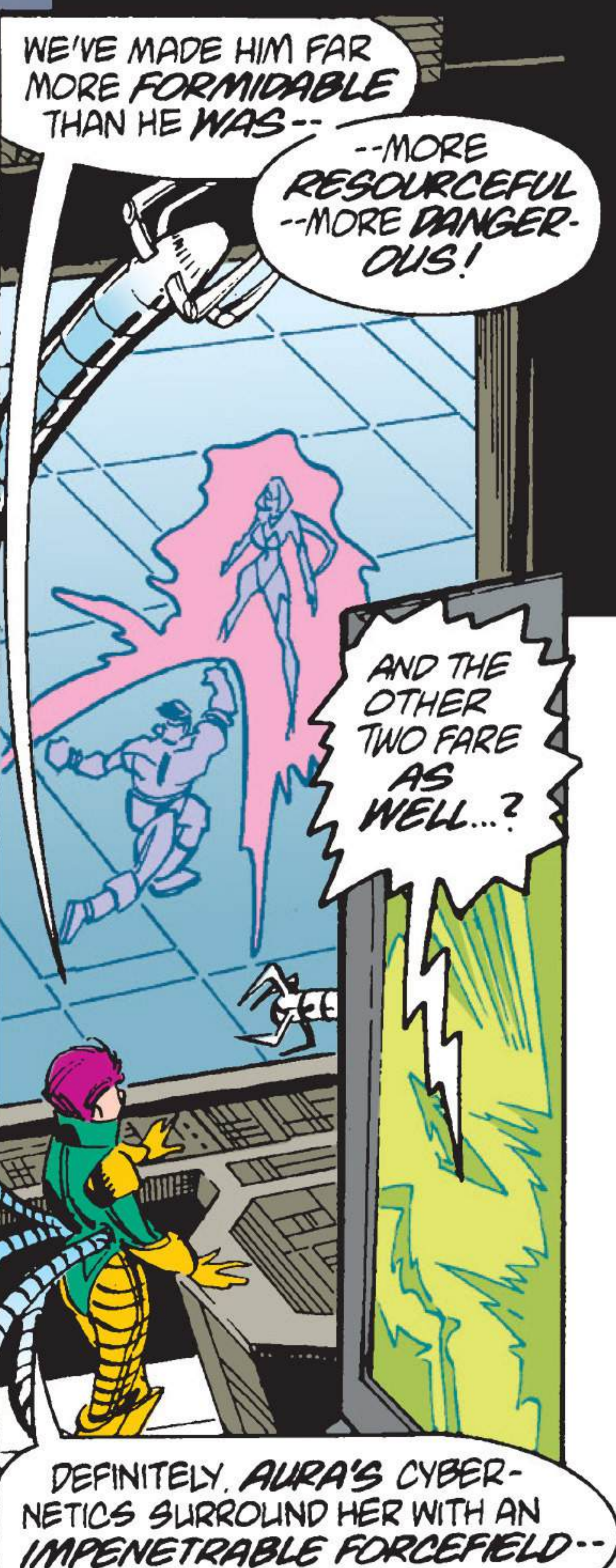


"THE APPARATUS HE'S WEARING NOW NOT ONLY AUGMENTS HIS CONSIDERABLE PHYSICAL STRENGTHS--

--BUT ALSO ENABLES HIM TO ACCESS AND DISABLE ANY COMPUTERIZED SECURITY SYSTEM!

I COULD SEE THAT ATTACK COMING A MILE AWAY!

THOOM



WE'VE MADE HIM FAR MORE FORMIDABLE THAN HE WAS--

--MORE RESOURCEFUL
--MORE DANGEROUS!

AND THE OTHER TWO FARE AS WELL...?

DEFINITELY. AURA'S CYBERNETICS SURROUND HER WITH AN IMPENETRABLE FORCEFIELD--



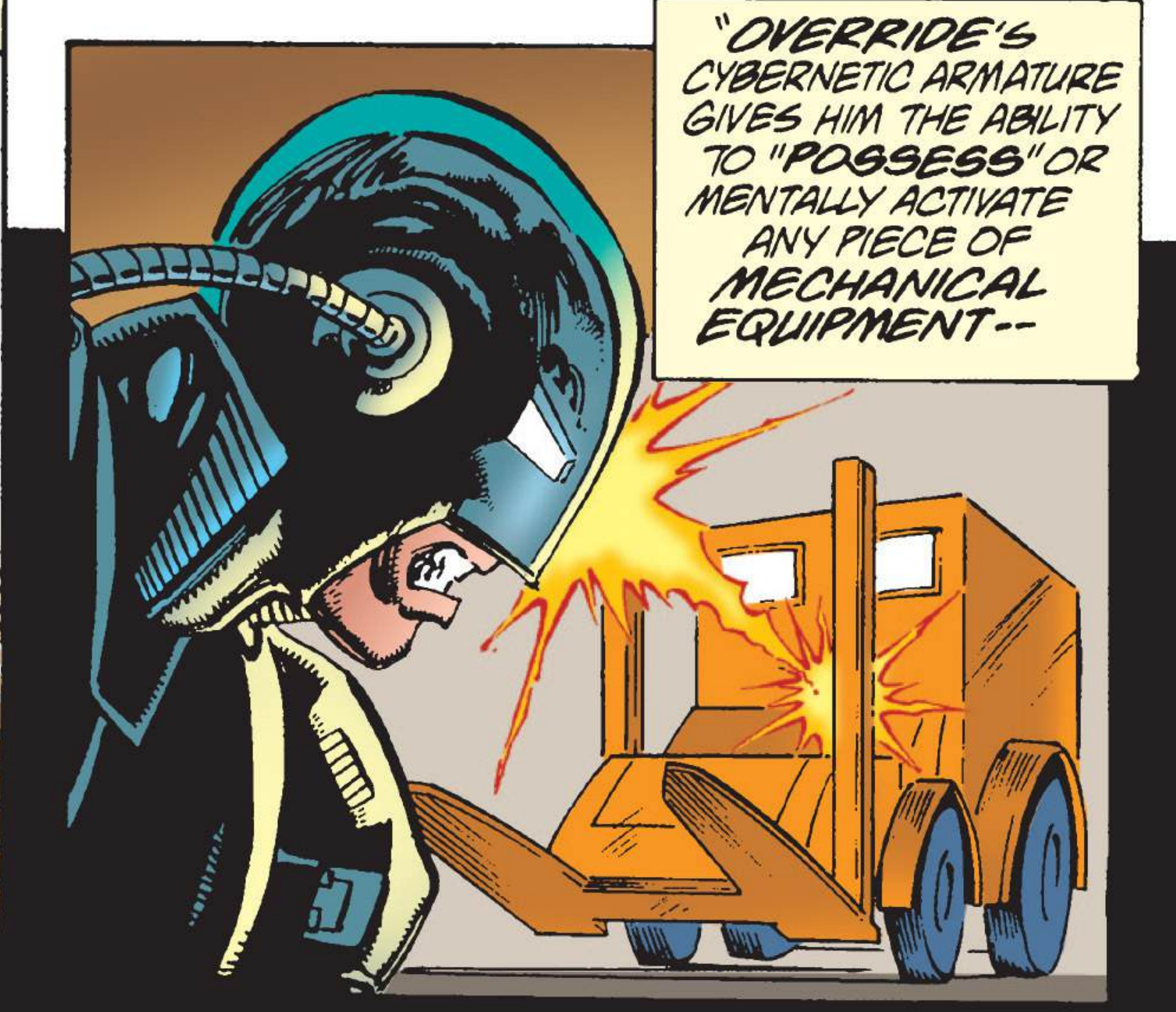
--AND YET, PUT ON THE OFFENSE, SHE CAN PROTECT THAT FORCEFIELD--

ZUM



--WITH DEVASTATING RESULTS!

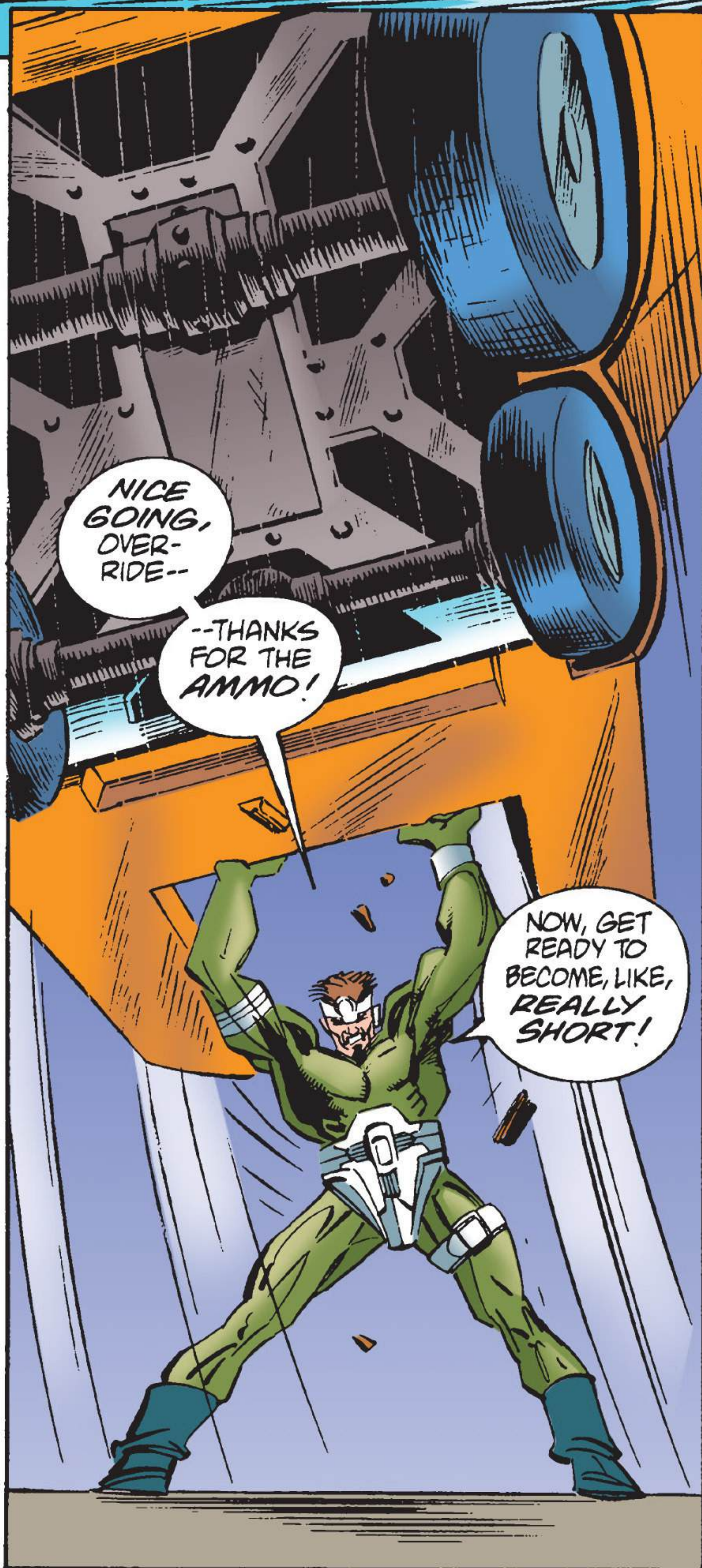
FINISH



"OVERRIDE'S CYBERNETIC ARMATURE GIVES HIM THE ABILITY TO "POSSESS" OR MENTALLY ACTIVATE ANY PIECE OF MECHANICAL EQUIPMENT--

"--AND USE IT TO HIS OWN ADVANTAGE!"

THWAMM

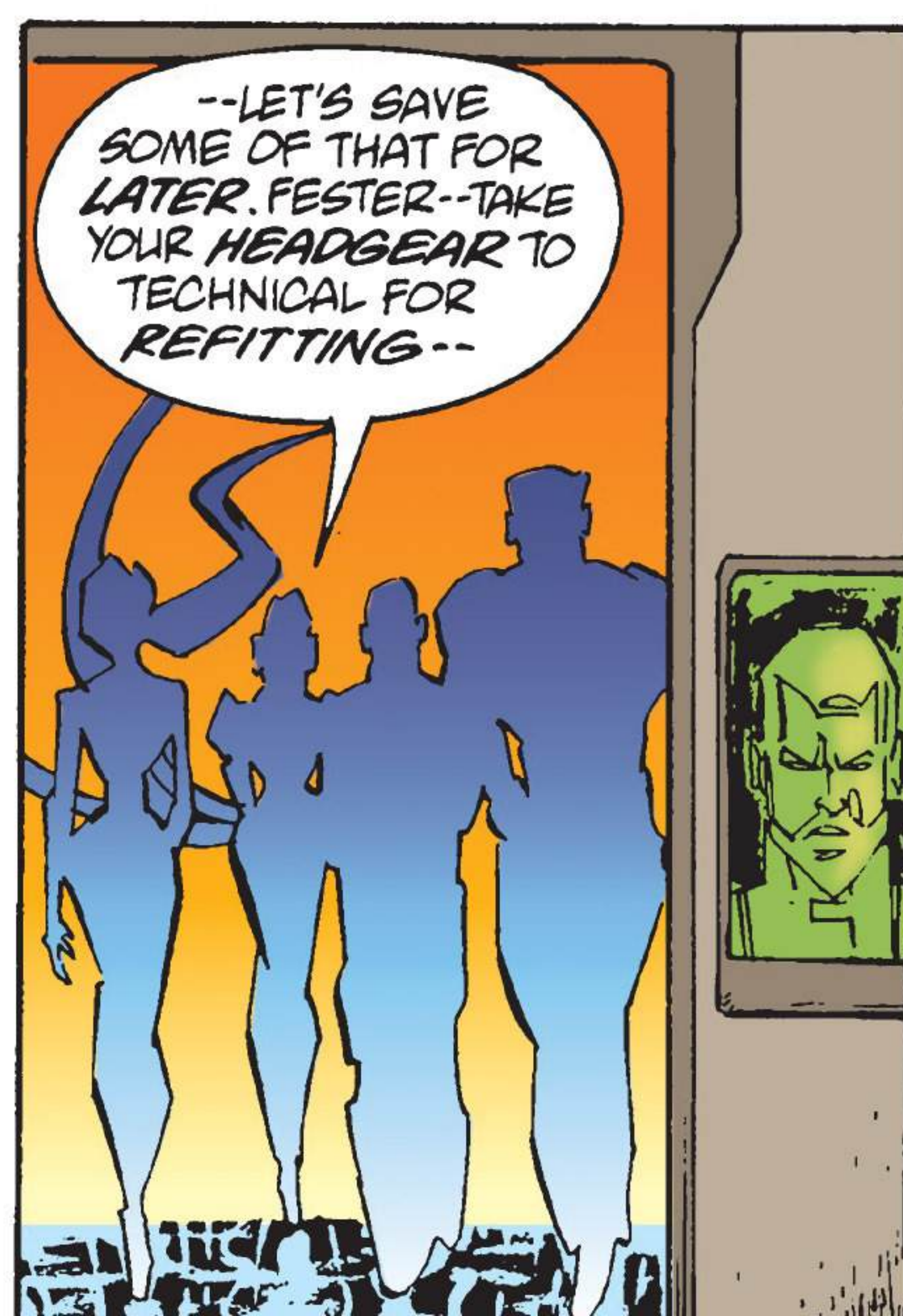
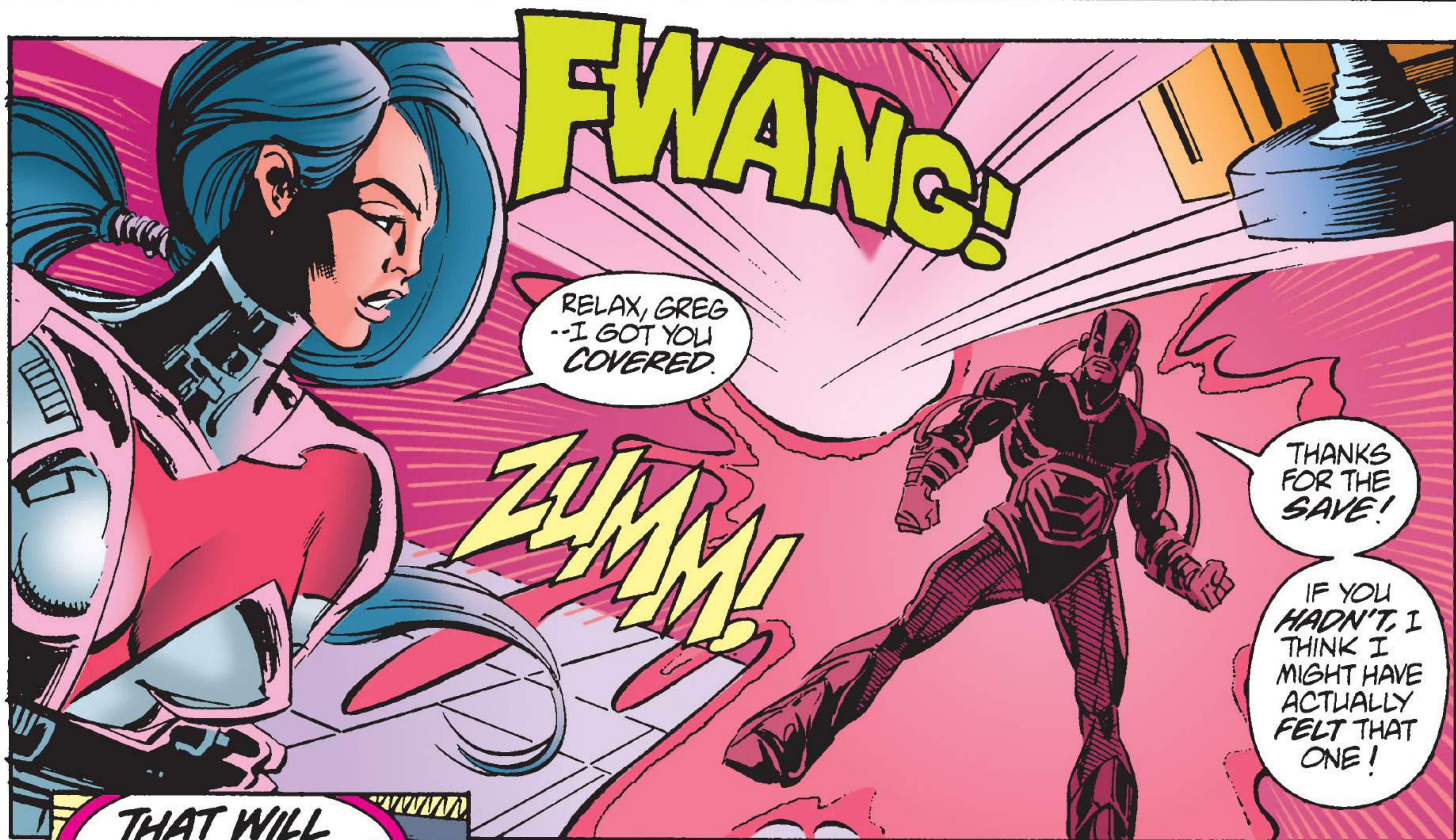
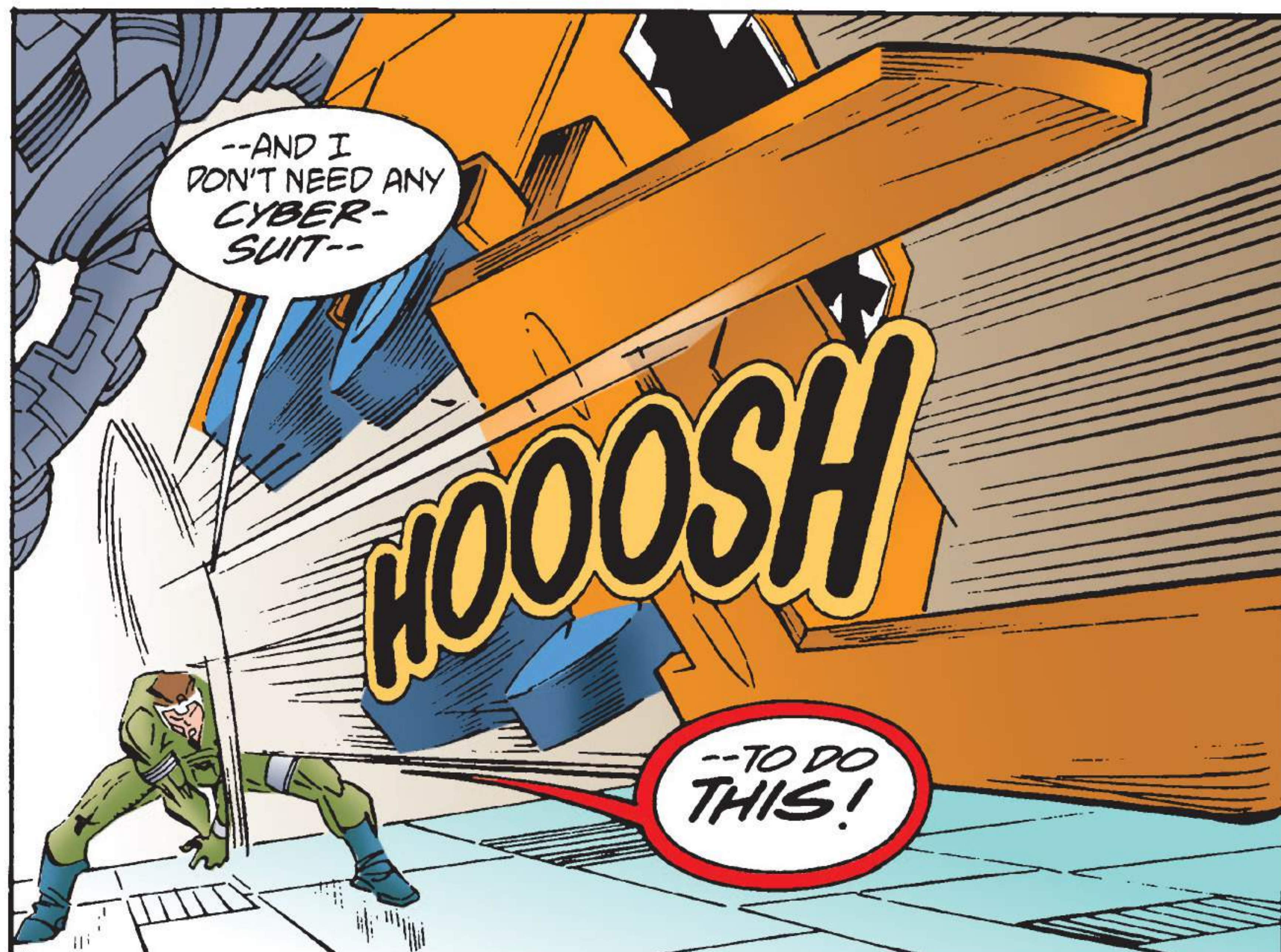


OR NOT! YOU'RE FORGETTING, MUSCLE-BOY, THAT I CAN TAKE CONTROL OF ANY MECHANICAL DEVICE--



--INCLUDING YOUR CYBERNETICS!







--I WANT YOU **ALL** IN THE BRIEFING ROOM IN **TWENTY**, SO WE CAN GO OVER THE PLANS FOR **TONIGHT**.

TONIGHT...

HIS NAME IS **JOE WADE**.

HE IS **FBI**.

HE IS **UNDERCOVER**.

HE IS, UNDERSTANDABLY, SOMEWHAT **NERVOUS**.

WITH EVERYTHING THAT **OCK'S** INVOLVED IN, THE **BUREAU** WANTS ME TO KEEP AN **EYE** ON **HER**-- AND A **LOW PROFILE**.

--BUT IF THE **GOOD DOCTOR** IS PLANNING SOME MAJOR **FIREWORKS** TONIGHT, I'D BETTER LET **BRIGGS** KNOW WHAT'S GOING DOWN.

ONCE I SET UP THE "**WHITE NOISE**", I CAN--HUH?!

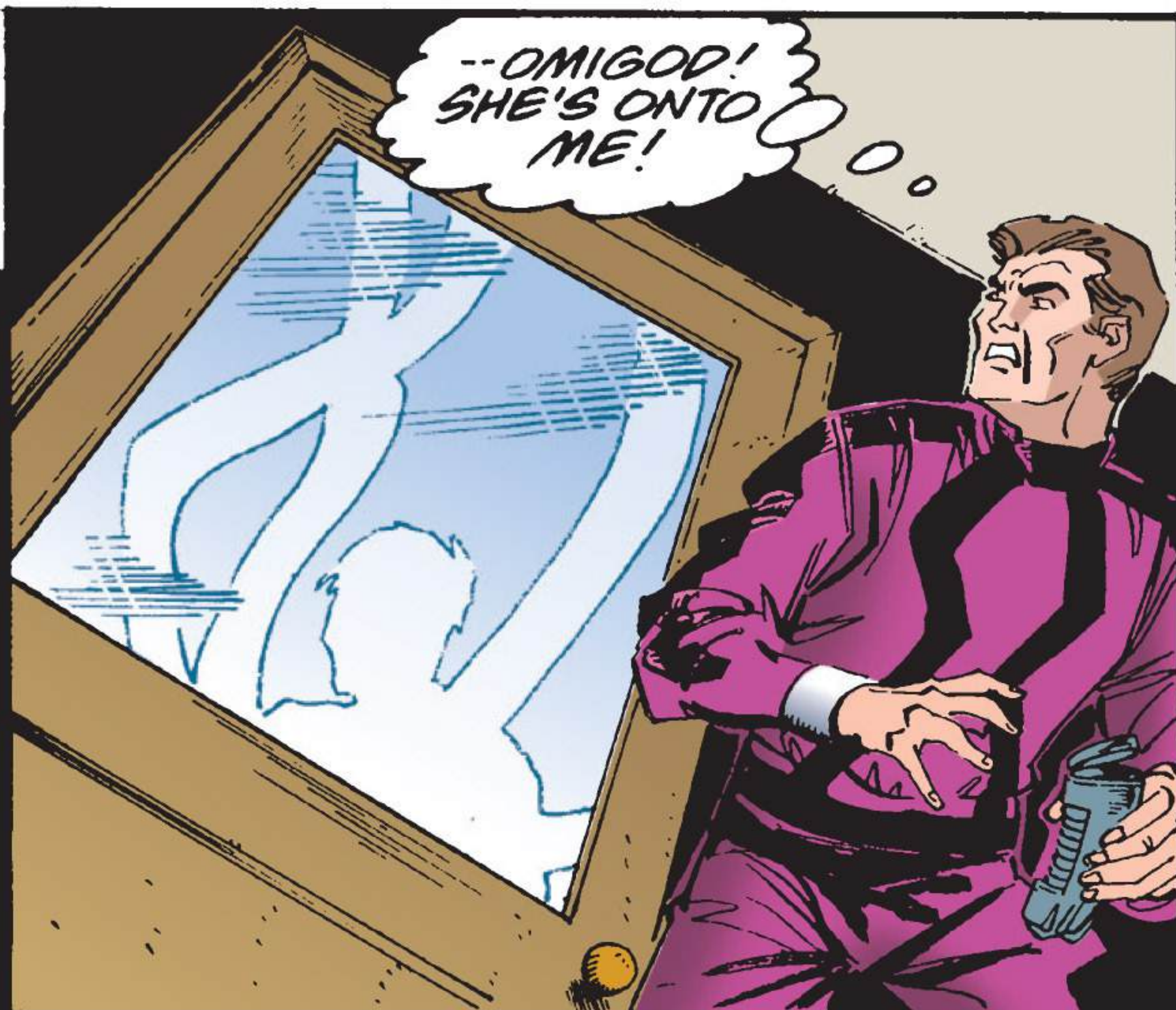


--OMIGOD! SHE'S ONTO ME!

ALRIGHT, WHAT'S--JEEZ, JIMMY!

HEY, JOE--Y'KNOW, **DAWTON'S** LOOKIN' FOR YA.

OH... THANKS.



ELSEWHERE--

MAN, I MUST BE A
TROUBLE "MAGNET"--!

NO SOONER DO I GET MY LIFE
HANDED BACK TO ME*--THAN
I FIND MYSELF UP TO MY
NECK IN WEB FLUID!

FIRST, I THINK I'VE LOST
MY BEST FRIEND, SEWARD
TRAINER, WHEN HE GETS
ZAPPED INTO A DEEP COMA
BY THE NEW DOC OCK--

--ONLY TO FIND
THAT HIS
CONSCIOUSNESS
IS JUST
"VACATIONING"
IN CYBER-
SPACE!

THEN, IN MY WAITER
JOB AS BEN REILLY, I
FIND THAT MY EMPLOYER,
JASON TSO, JUST
MIGHT BE A MOB BOSS...!

AND NOW HE
WANTS ME TO
BECOME HIS
BODYGUARD!

*AS A RESULT
OF EVENTS IN
MAXIMUM
CLONAGE
--ERIC.

DEFINITELY THE KIND OF GUY
AUNT MAY WARNED ME NOT
TO HANG AROUND WITH!

NOT THAT I RUN
WITH A VERY DECENT
CROWD ANYWAY...

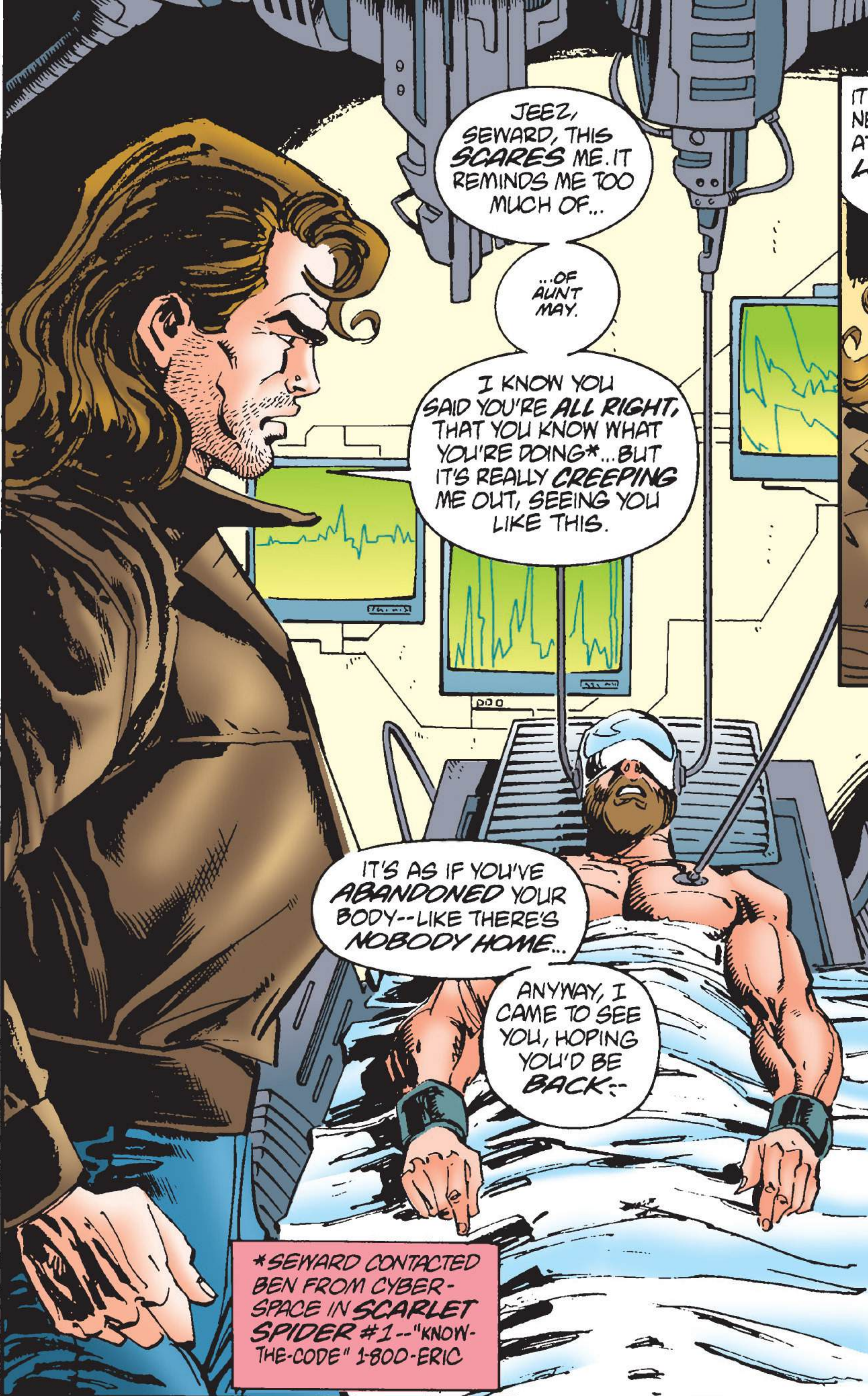
I'M USUALLY DEALING
WITH PUNKS AND
SKELS...AS THE
SCARLET SPIDER...

DO I WANT TO
START DOING
THAT AS BEN
REILLY?

...HIS CONDITION
IS THE SAME, MR.
REILLY--ALL HIS
LIFE SIGNS ARE
STRONG--

BUT ABSOLUTELY
NO BRAIN
ACTIVITY.

THANK YOU,
DR. DAVIS.



JEEZ, SEWARD, THIS **SCARES** ME. IT REMINDS ME TOO MUCH OF...

...OF AUNT MAY.

I KNOW YOU SAID YOU'RE **ALL RIGHT**, THAT YOU KNOW WHAT YOU'RE DOING*... BUT IT'S REALLY **CREEPING** ME OUT, SEEING YOU LIKE THIS.

IT'S AS IF YOU'VE **ABANDONED** YOUR BODY--LIKE THERE'S **NOBODY HOME**...

ANYWAY, I CAME TO SEE YOU, HOPING YOU'D BE **BACK**--

*SEWARD CONTACTED BEN FROM CYBER-SPACE IN **SCARLET SPIDER #1**--"KNOW-THE-CODE" 1-800-ERIC



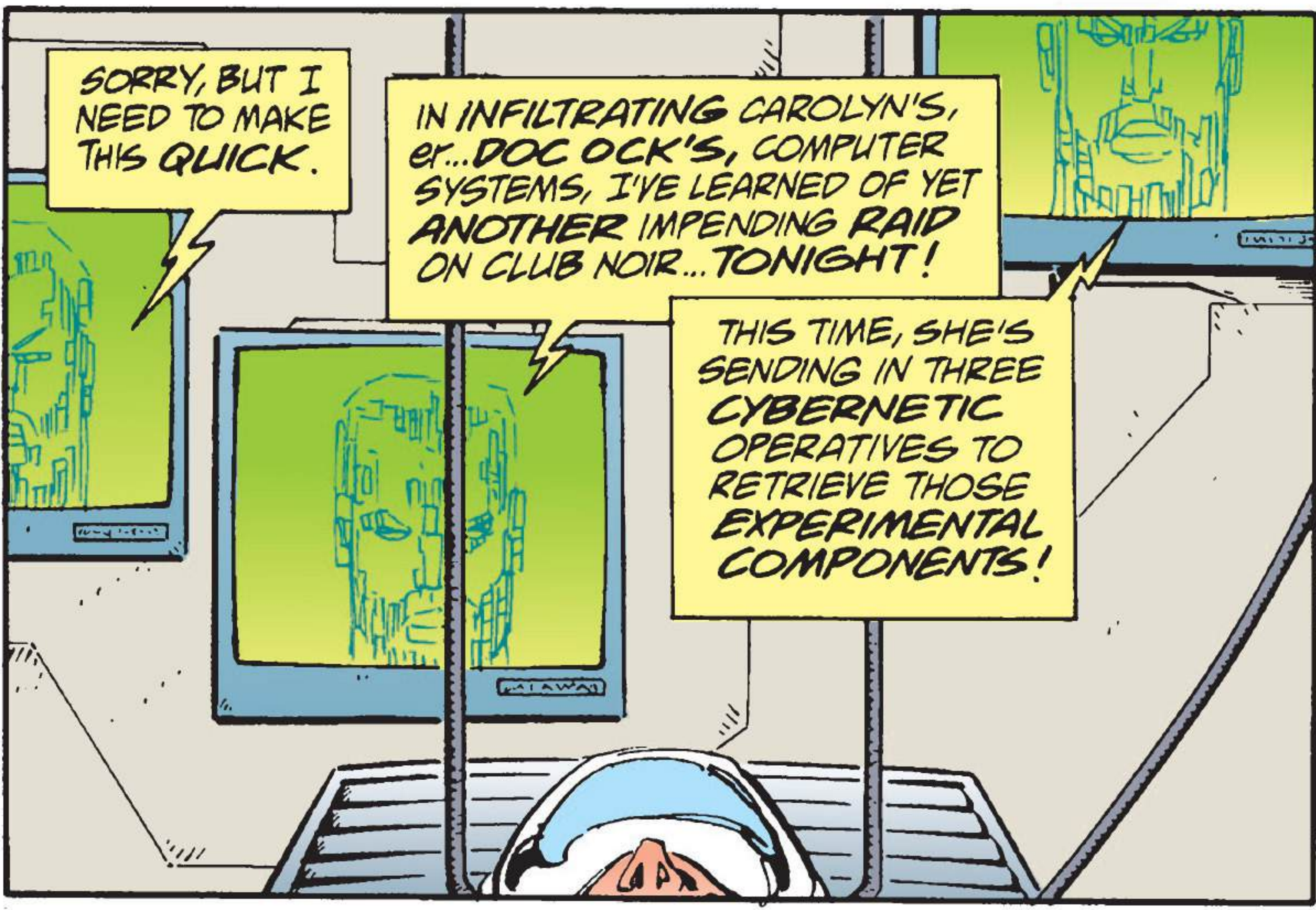
IT LOOKS LIKE I'LL NEED TO **CRASH** AT YOUR PLACE **LONGER** THAN I THOUGHT.

MY JOB DOWN AT THE CLUB JUST GOT **UPGRADED** TO **BODYGUARD** TO THE BOSS, BUT I DON'T THINK I--



TSO'S BODYGUARD?!

SEWARD!?!



SORRY, BUT I NEED TO MAKE THIS **QUICK**.

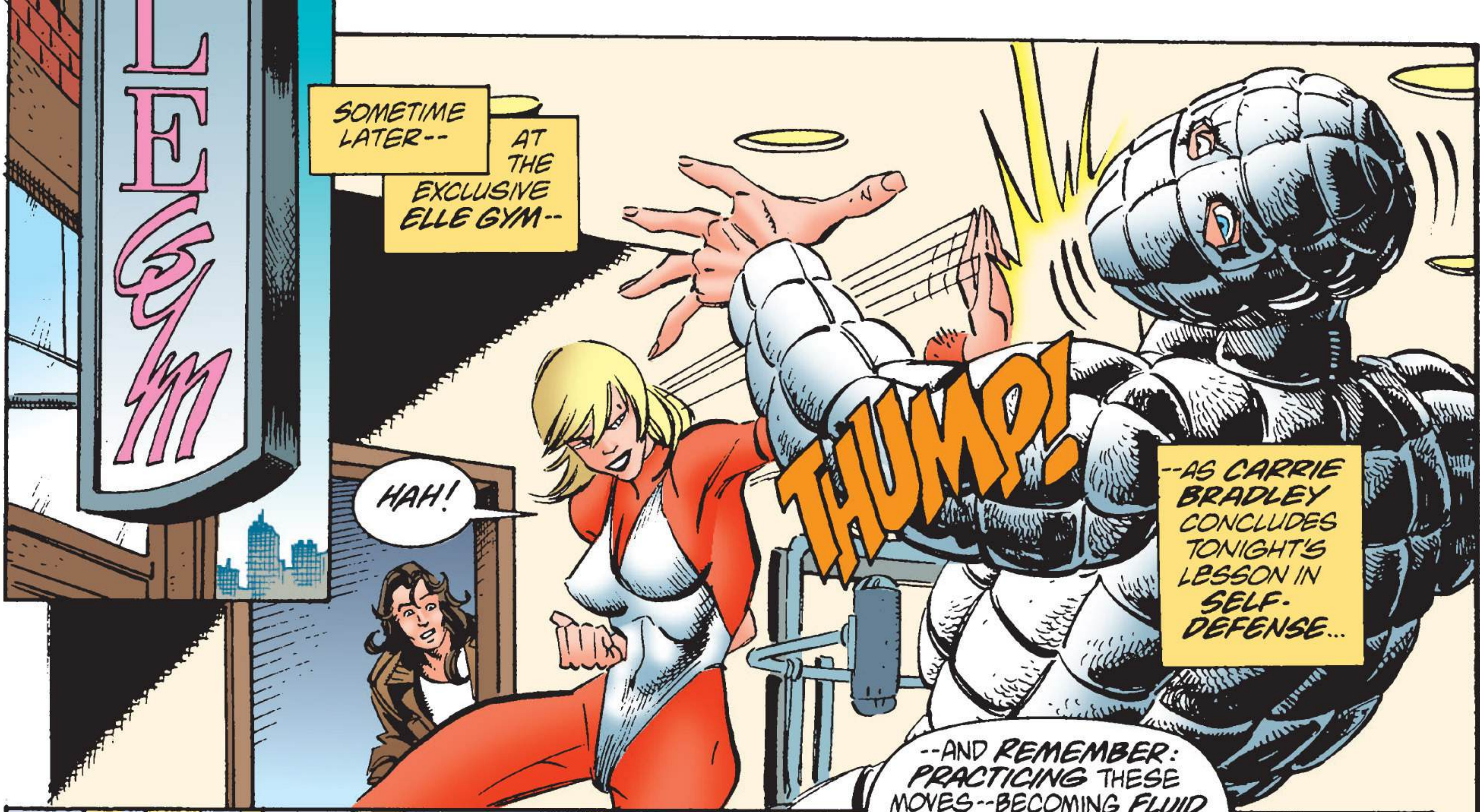
IN INFILTRATING CAROLYN'S, er...DOC OCK'S, COMPUTER SYSTEMS, I'VE LEARNED OF YET **ANOTHER** IMPENDING RAID ON CLUB NOIR...TONIGHT!

THIS TIME, SHE'S SENDING IN THREE **CYBERNETIC** OPERATIVES TO RETRIEVE THOSE **EXPERIMENTAL** COMPONENTS!



I'M GONNA HAVE TO TAKE THAT JOB AS TSO'S **BODYGUARD**--

--JUST SO I CAN KEEP AN **EYE** ON HIM!



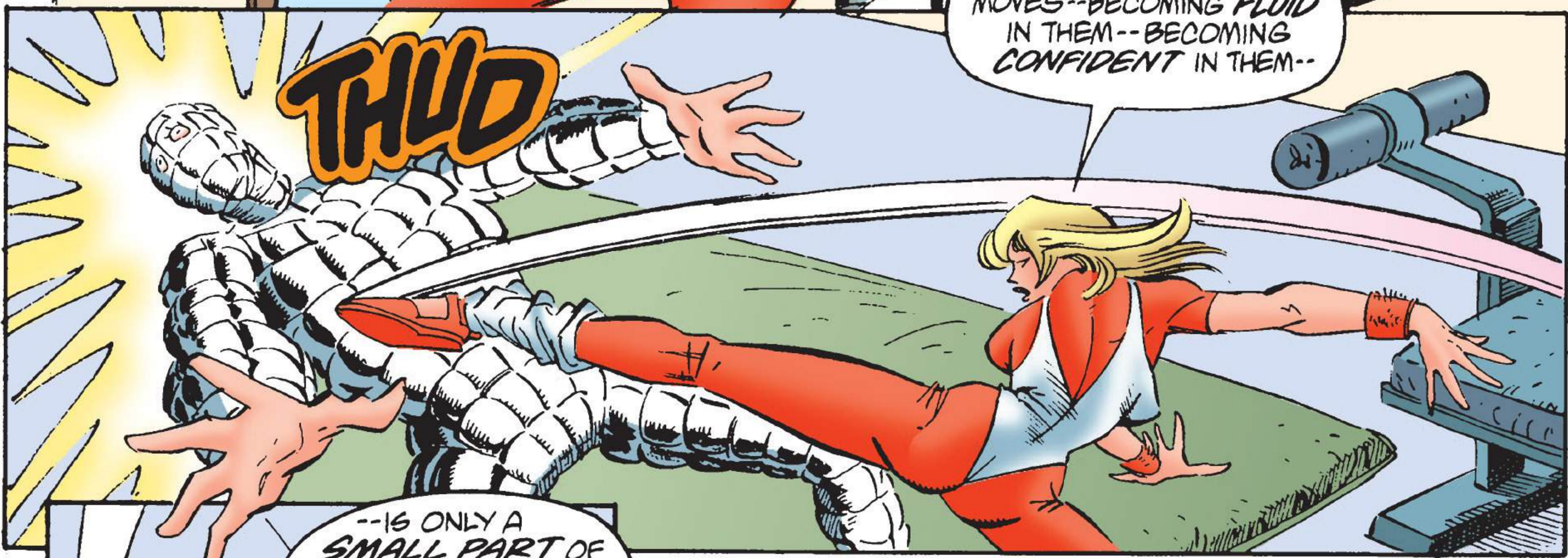
SOMETIME LATER--
AT THE EXCLUSIVE ELLE GYM--

HAH!

THUMP!

--AS CARRIE BRADLEY CONCLUDES TONIGHT'S LESSON IN SELF-DEFENSE...

--AND REMEMBER: PRACTICING THESE MOVES--BECOMING FLUID IN THEM--BECOMING CONFIDENT IN THEM--



THUD

--IS ONLY A SMALL PART OF SELF-DEFENSE! THE MOST IMPORTANT PART IS TO BE AWARE --



--AND NOT PUT YOURSELVES IN DANGEROUS SITUATIONS IN THE FIRST PLACE!

SEE YOU ALL NEXT WEEK-- AND NO PRACTICING ON HUSBANDS!

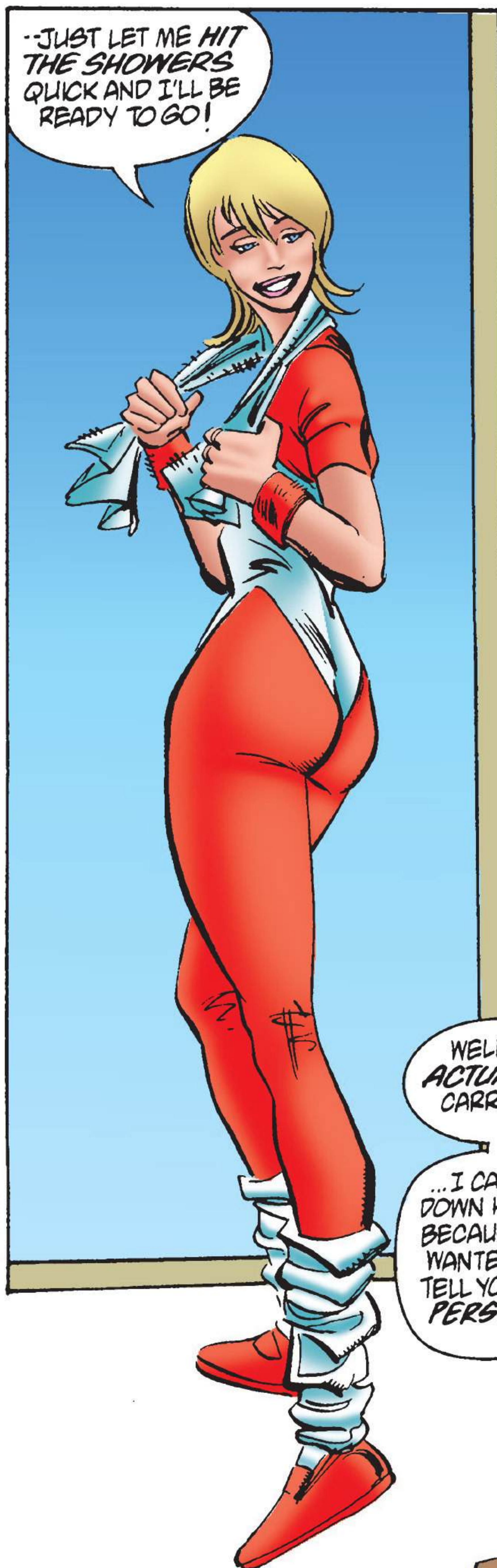


WUD



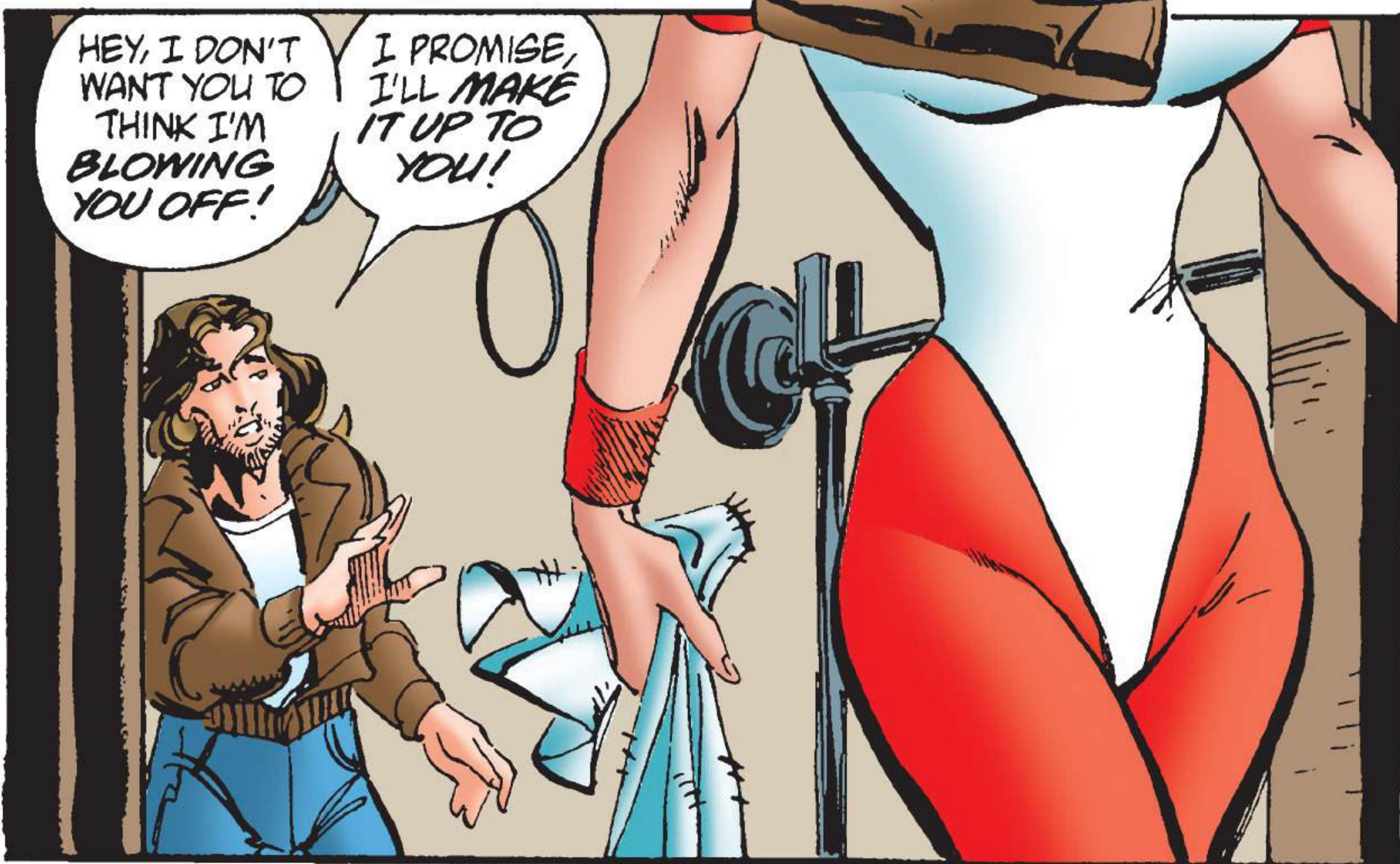
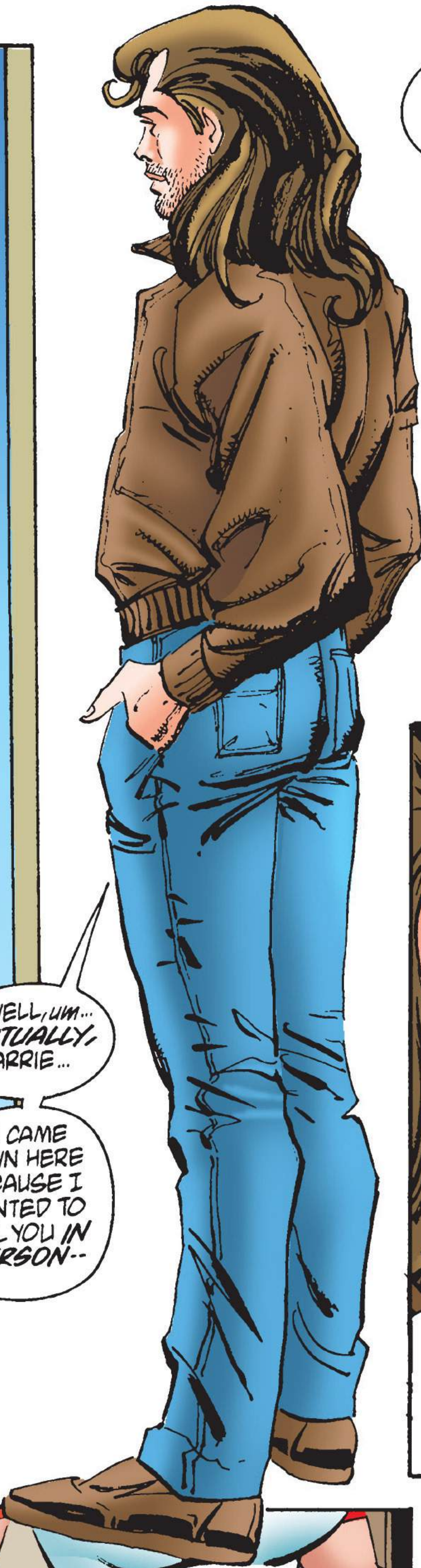
VERY IMPRESSIVE!

HEY, BEN, I THOUGHT I SAW YOU SNEAKING IN THE BACK--



WELL, UM...
ACTUALLY,
CARRIE...

...I CAME DOWN HERE BECAUSE I WANTED TO TELL YOU **IN PERSON**--



THE
CLUB
NOIR.

--NOW THAT WE'VE
APPROPRIATED
THE NECESSARY
COMPONENTS, I'LL
HAVE ORLANDO DELIVER
THEM TO YOUR LAB
IMMEDIATELY!

EXCELLENT! I DON'T
NEED TO TELL YOU, JASON,
HOW ANXIOUS I AM TO GET
OUR LITTLE "PROJECT"
ON-LINE...!

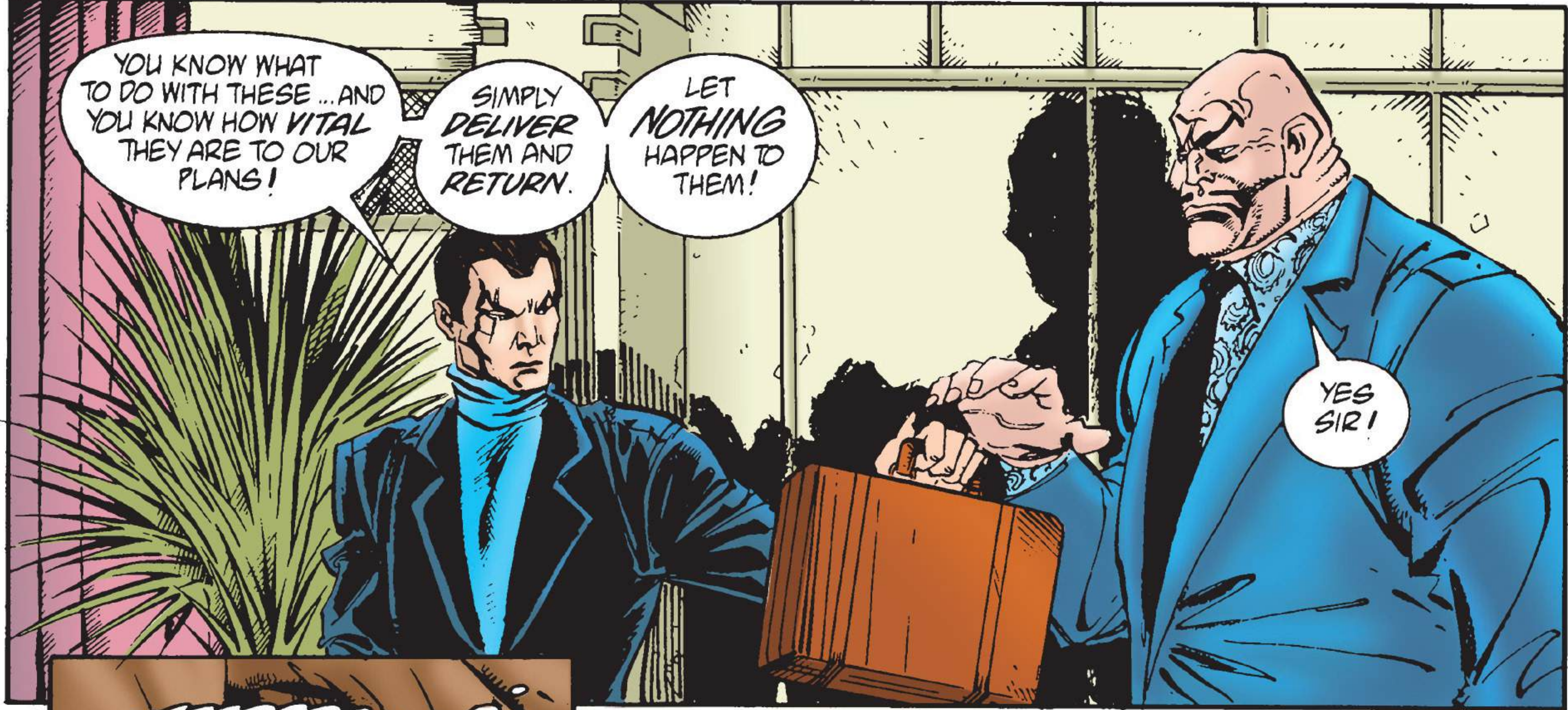
I'LL SPEAK
WITH YOU LATER.

EXCUSE ME...
MR. TSD...?
VARGA TOLD
ME TO COME
RIGHT UP--

VERY GOOD,
BEN, VERY GOOD!

JUST HAVE A
SEAT AND I'LL BE
WITH YOU IN A
MOMENT...

...JUST A SMALL
MATTER OF
BUSINESS
THAT NEEDS
FINISHING UP.



YOU KNOW WHAT TO DO WITH THESE ...AND YOU KNOW HOW VITAL THEY ARE TO OUR PLANS!

SIMPLY DELIVER THEM AND RETURN.

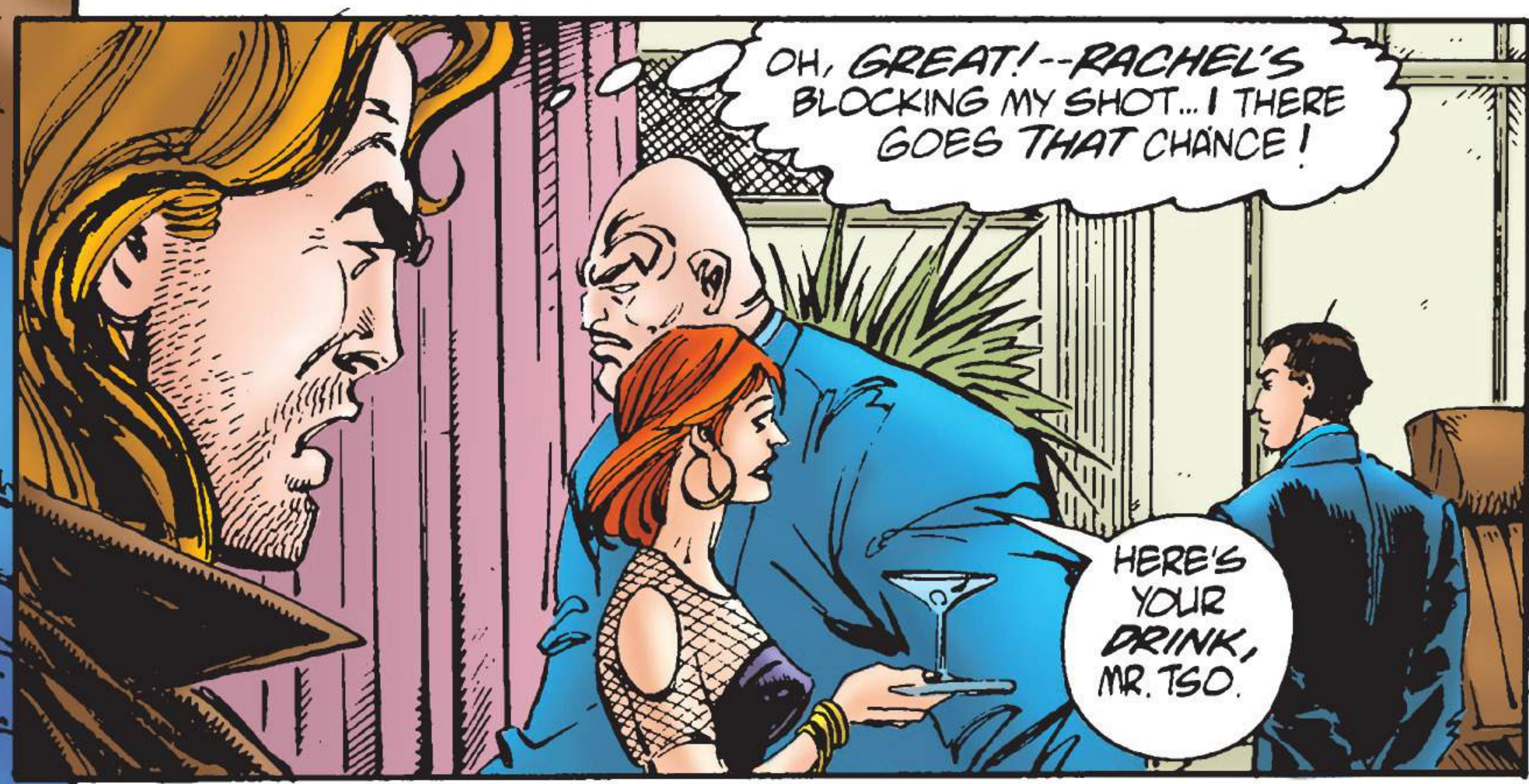
LET NOTHING HAPPEN TO THEM!

YES SIR!



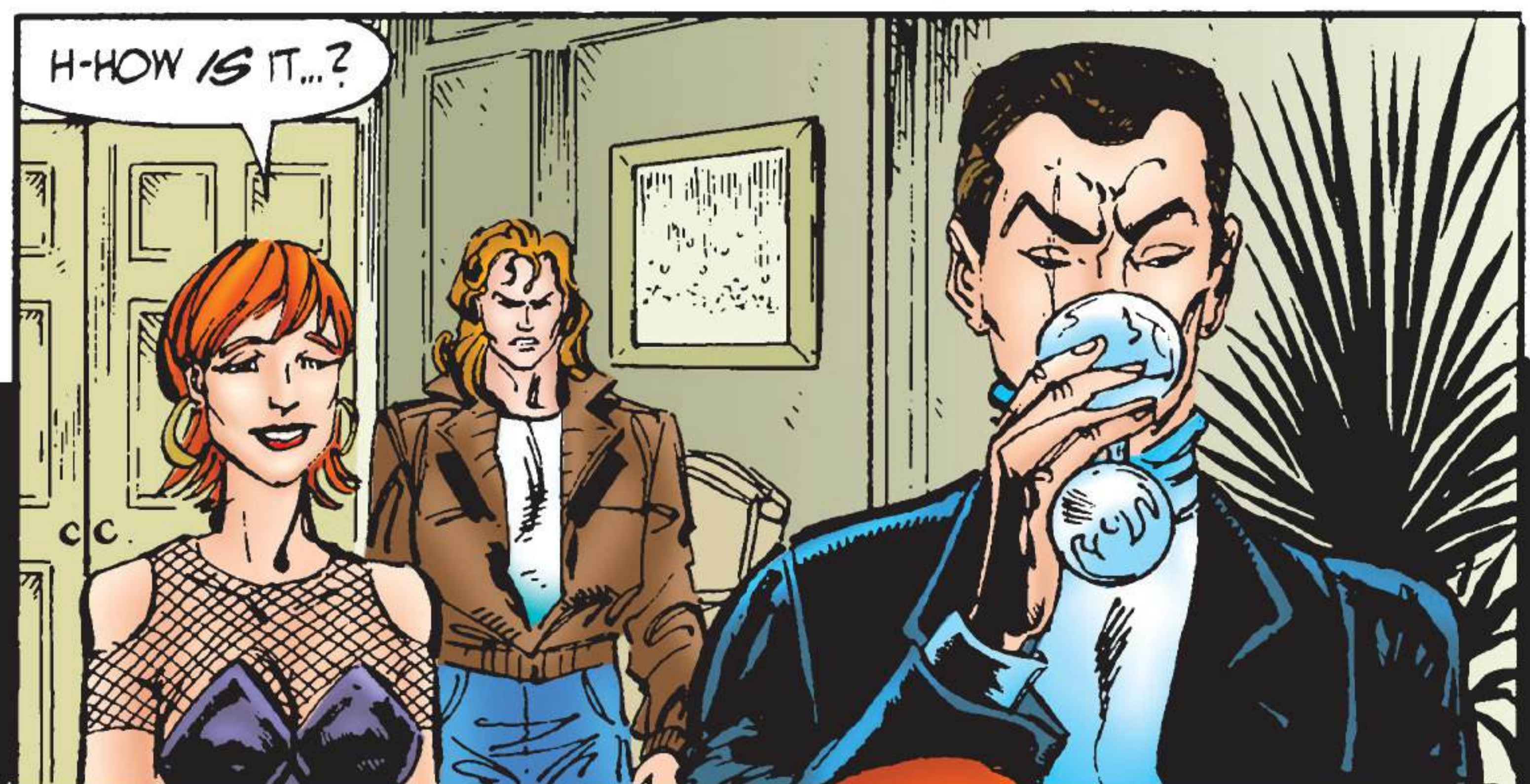
THAT HAS TO BE THE INDUCTOR CHIPS THAT SEWARD SAID OCK IS AFTER! BUT WHERE IS KANNOR TAKING THEM...?

NO CHANCE OF FOLLOWING HIM--BUT IF I CAN GET A SPIDER-TRACER ON THAT BRIEFCASE...



OH, GREAT!--RACHEL'S BLOCKING MY SHOT...I THERE GOES THAT CHANCE!

HERE'S YOUR DRINK, MR. TSO.



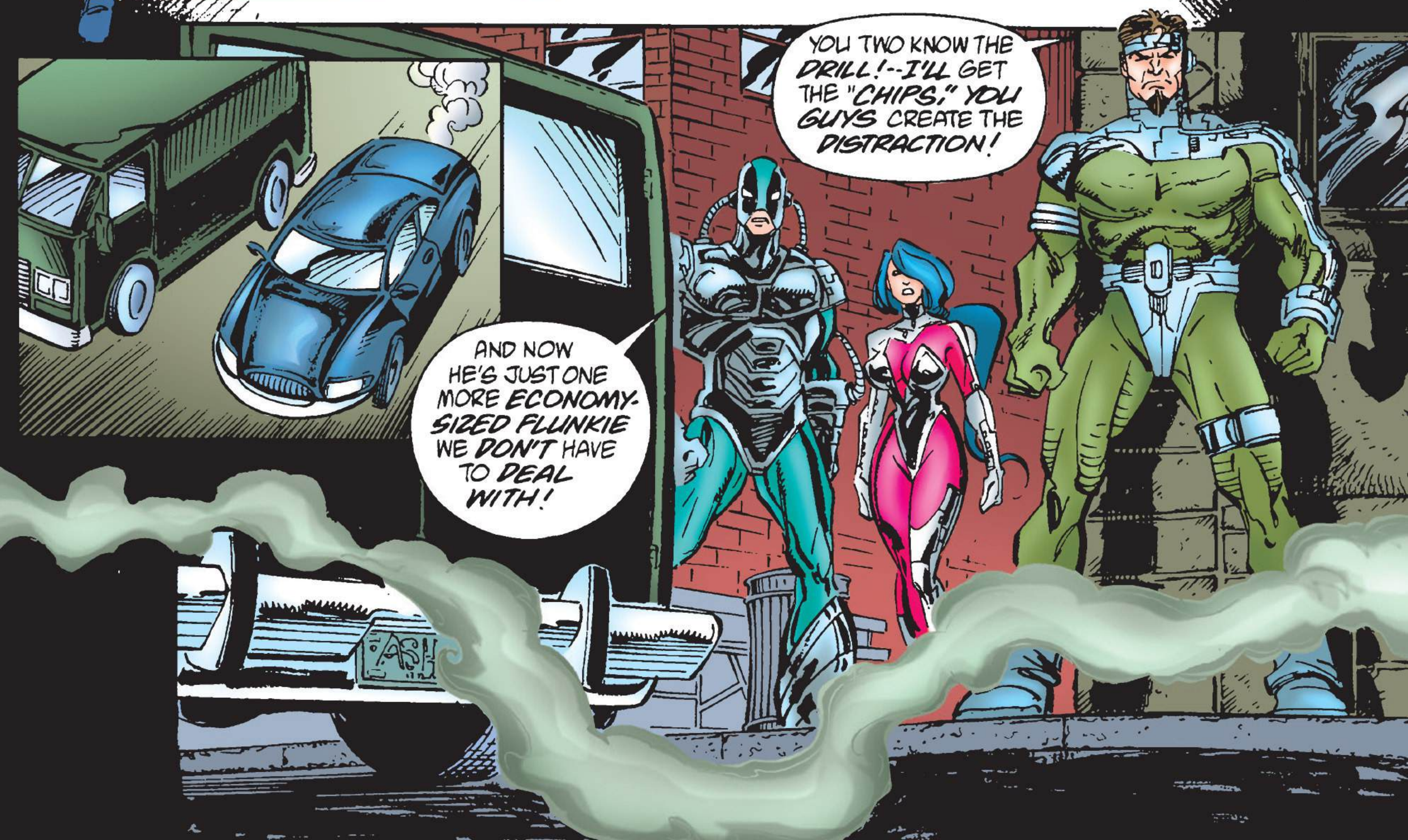
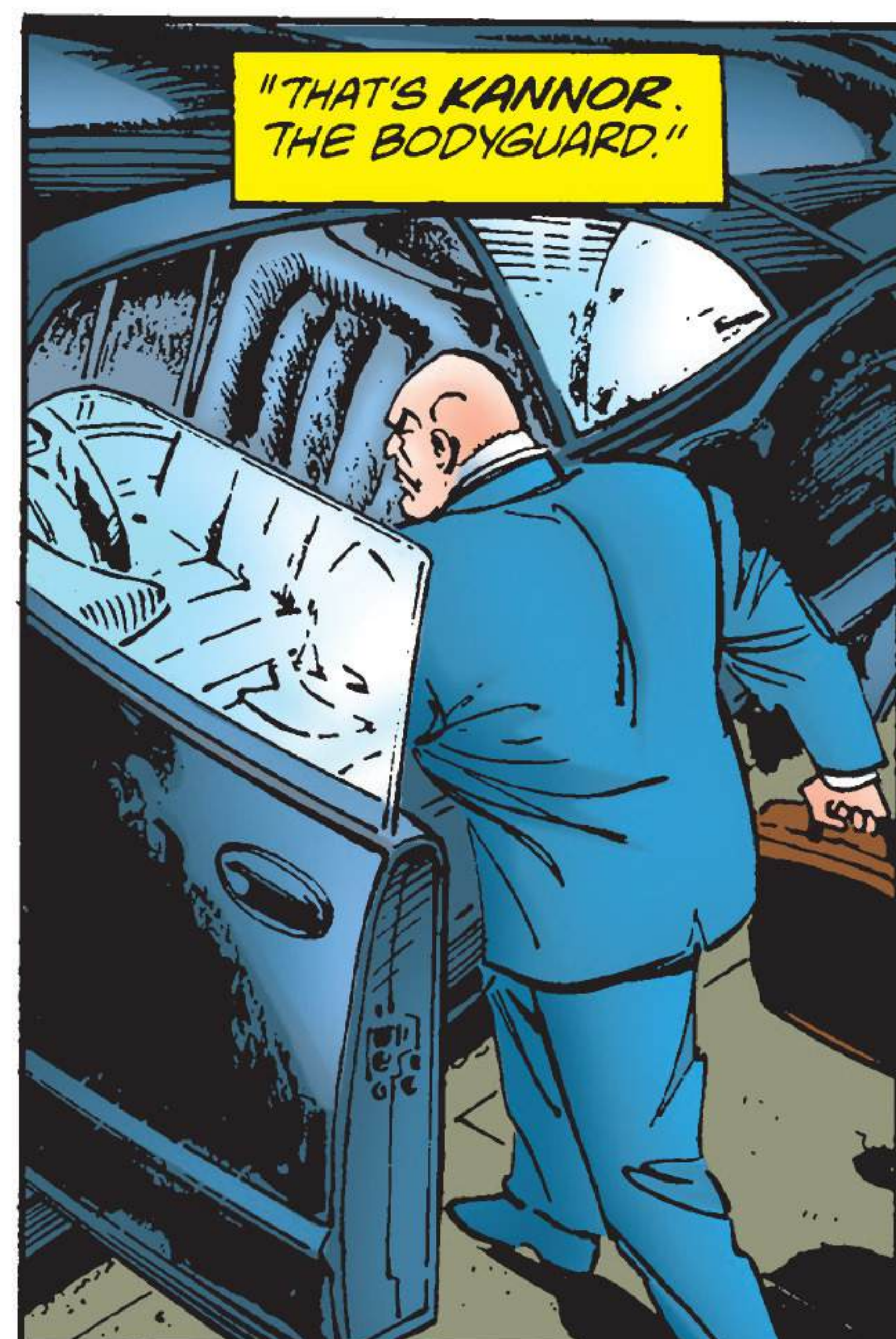
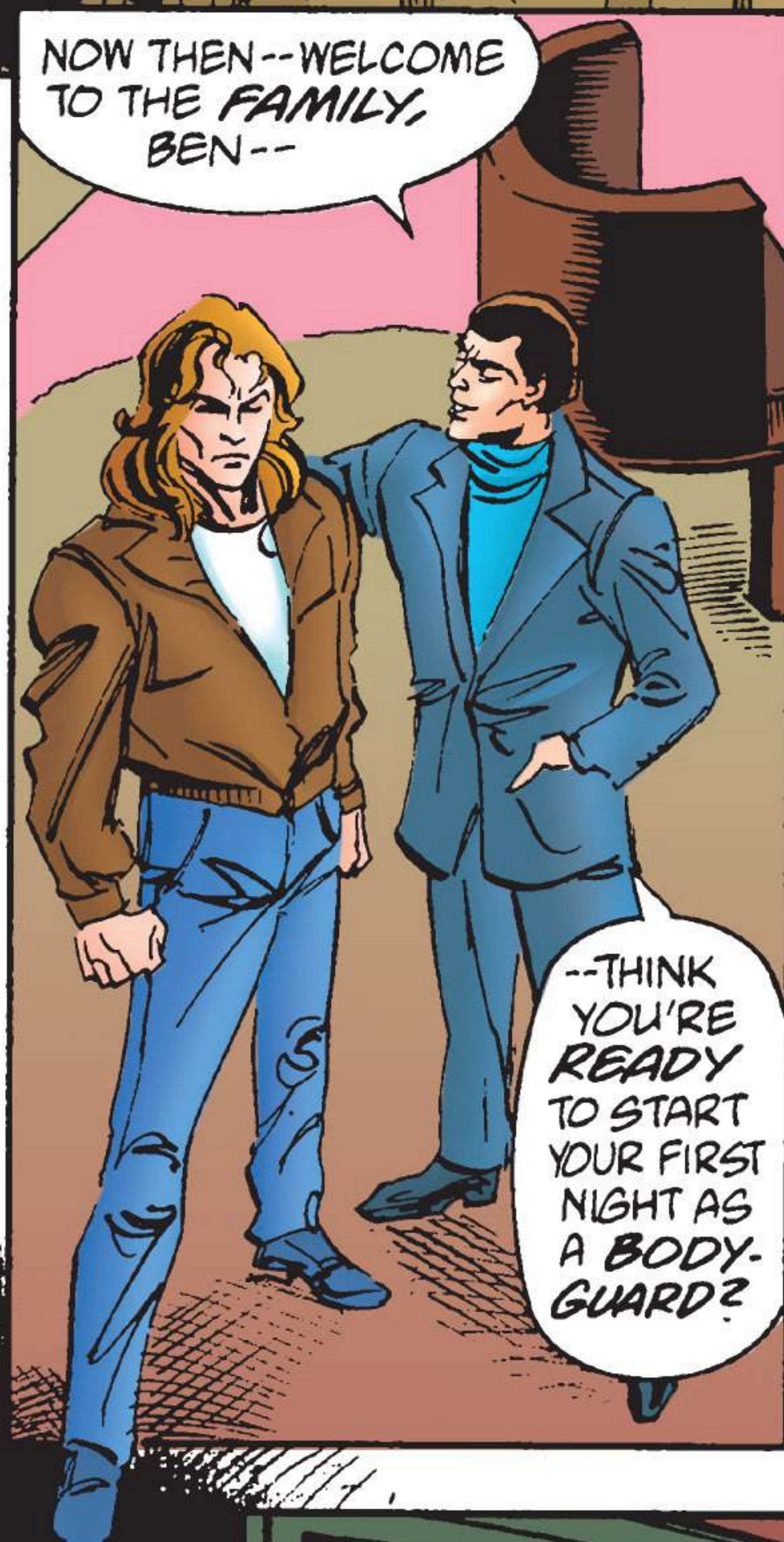
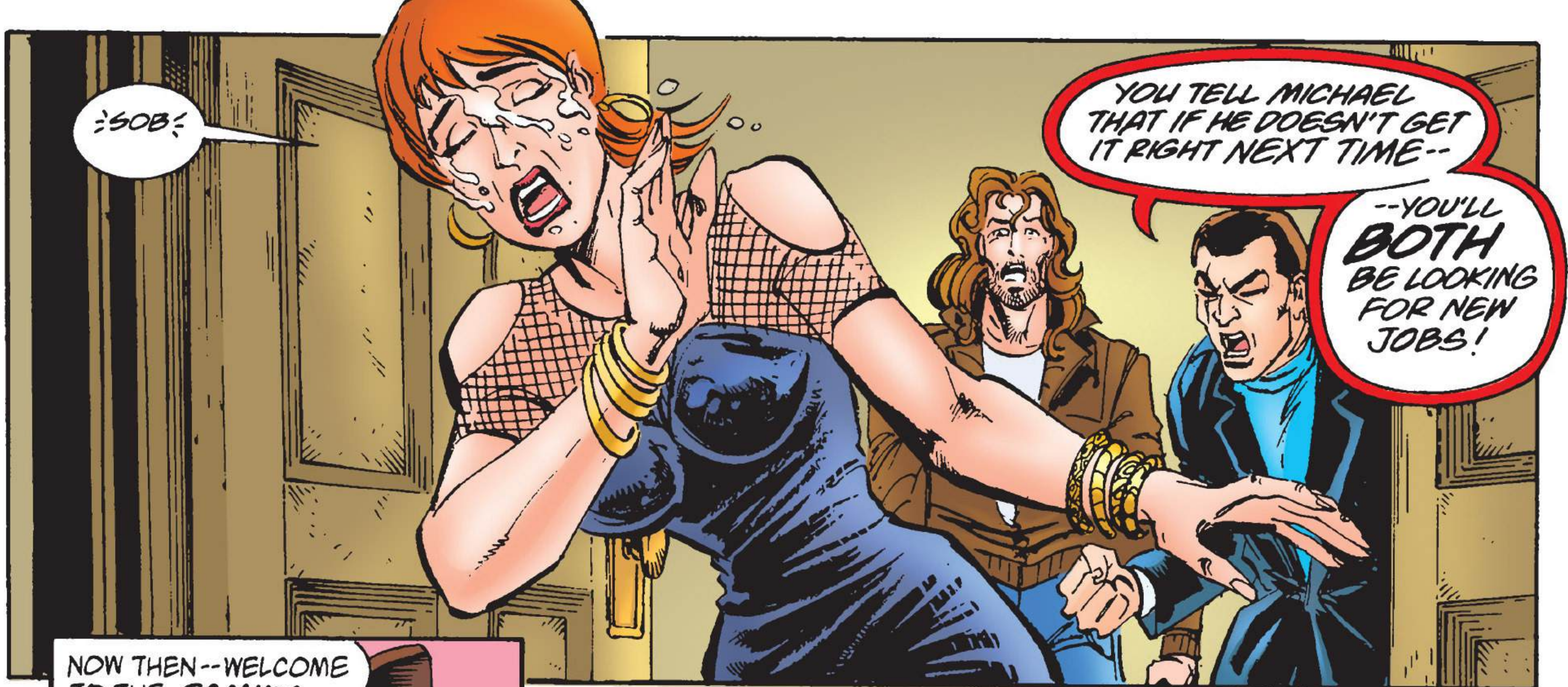
H-HOW IS IT...?

IT'S AWFUL!! I CAN'T EVEN TASTE THE VODKA!



SPISHH!

OOOHH!

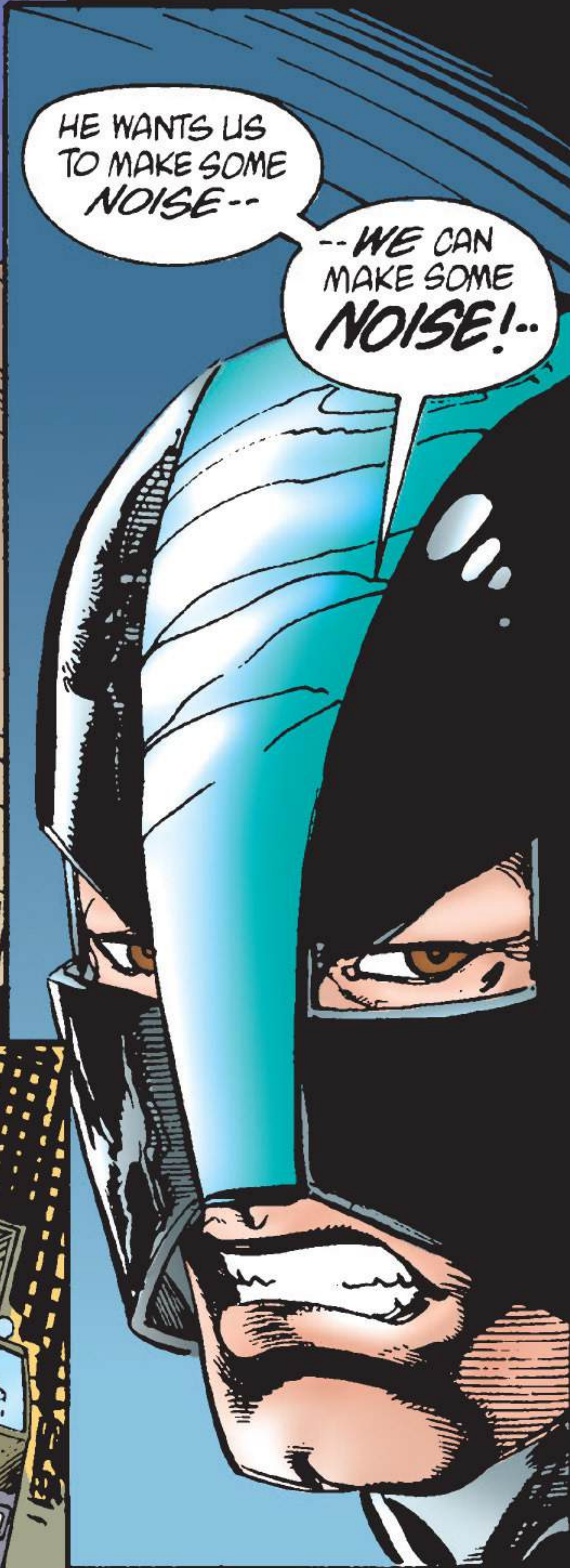




I DON'T CARE HOW *CRAZY*
AND *CHAOTIC* IT GETS--

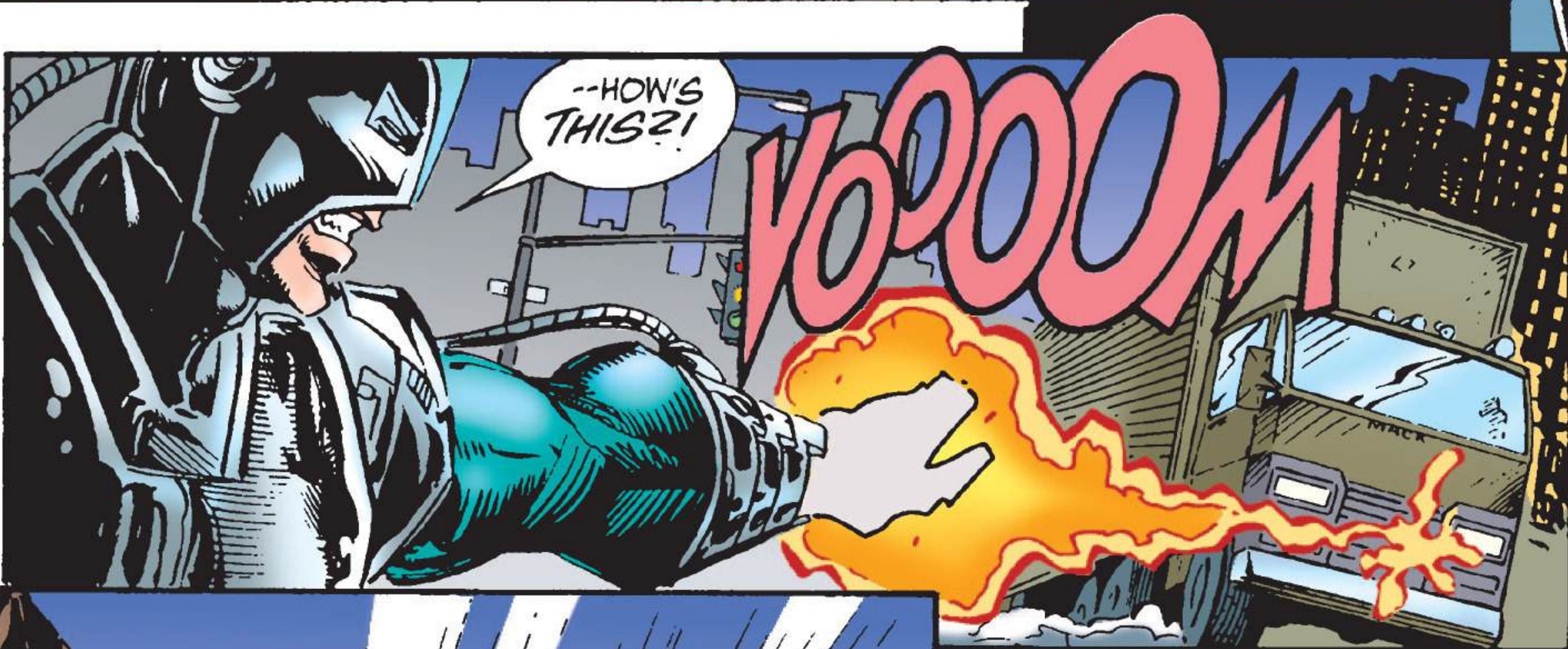
--JUST KEEP
ALL THESE MOOKS
OCCUPIED!

GOT
IT!



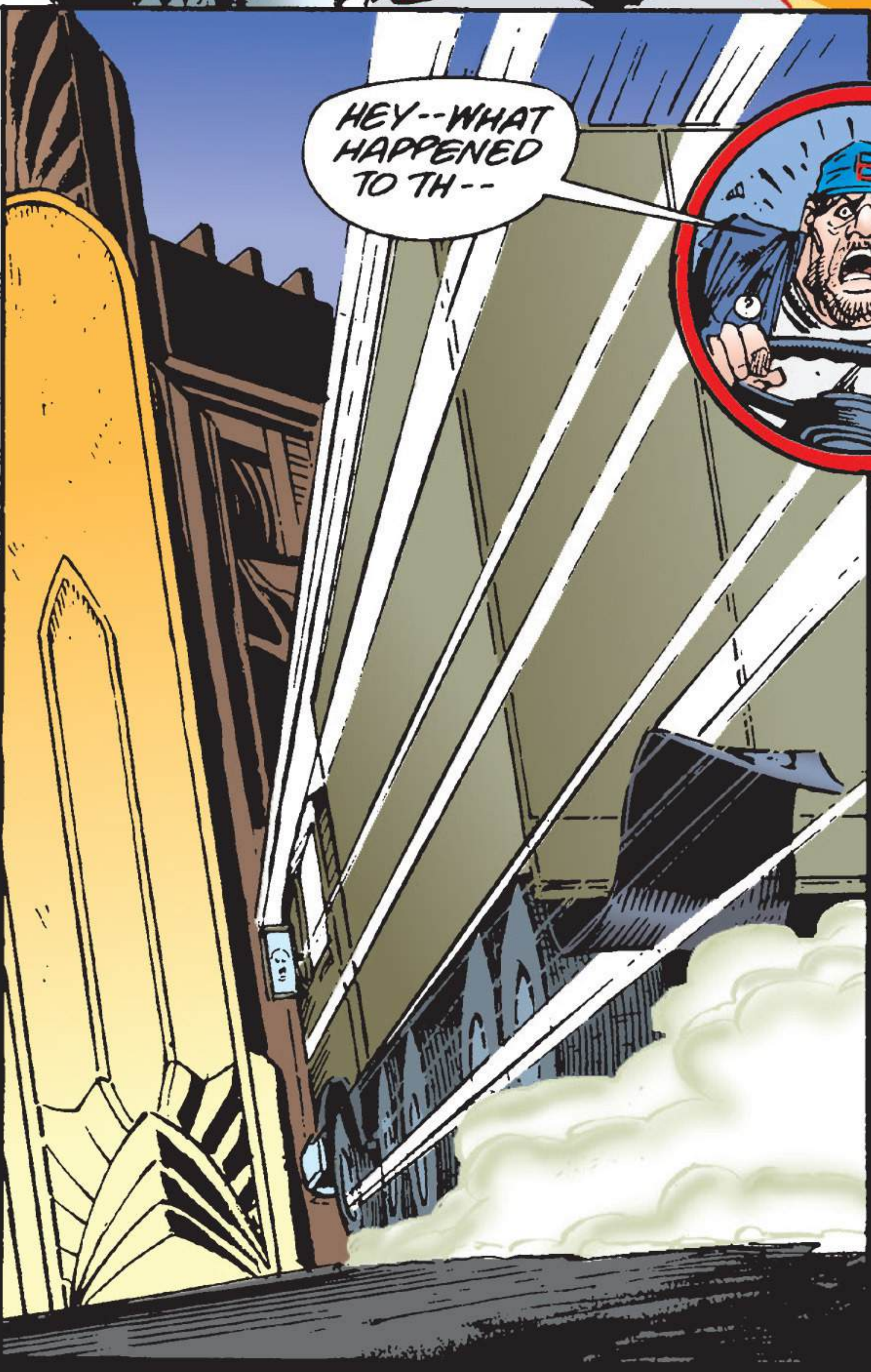
HE WANTS US
TO MAKE SOME
NOISE--

--WE CAN
MAKE SOME
NOISE!..



--HOW'S
THIS?!

VOOOOM



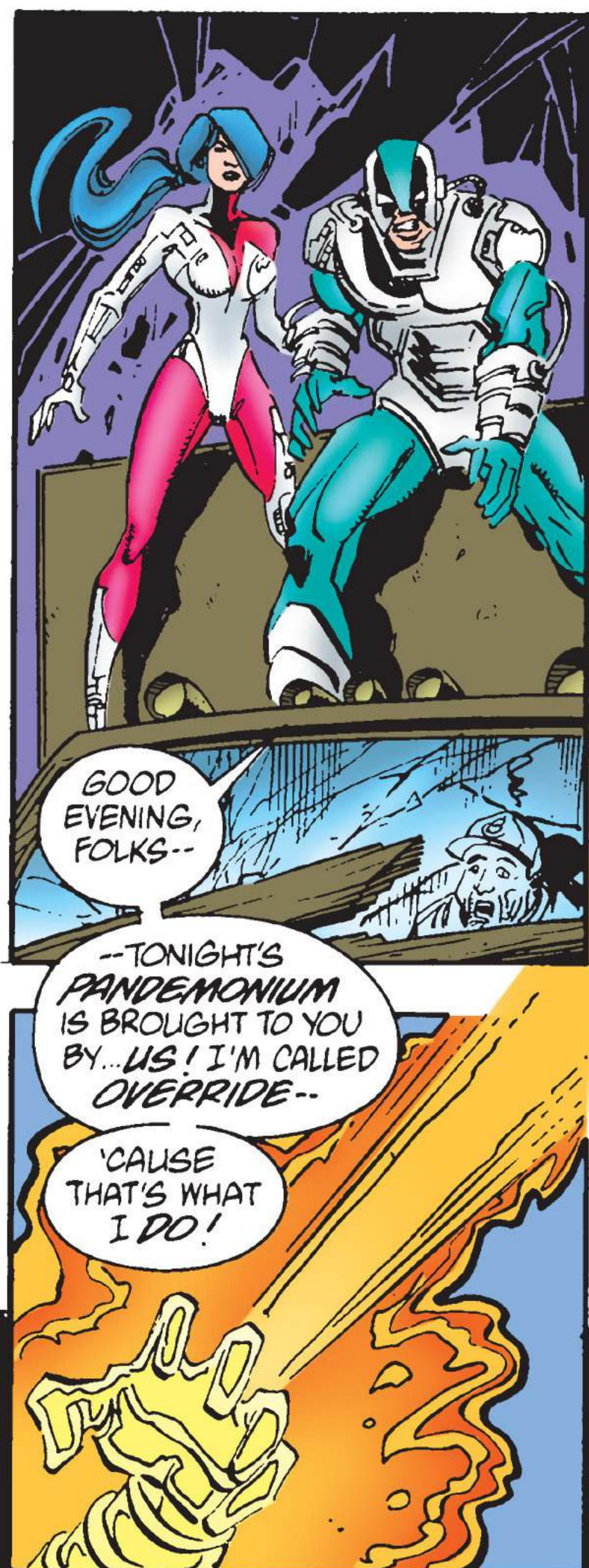
HEY--WHAT
HAPPENED
TO TH--

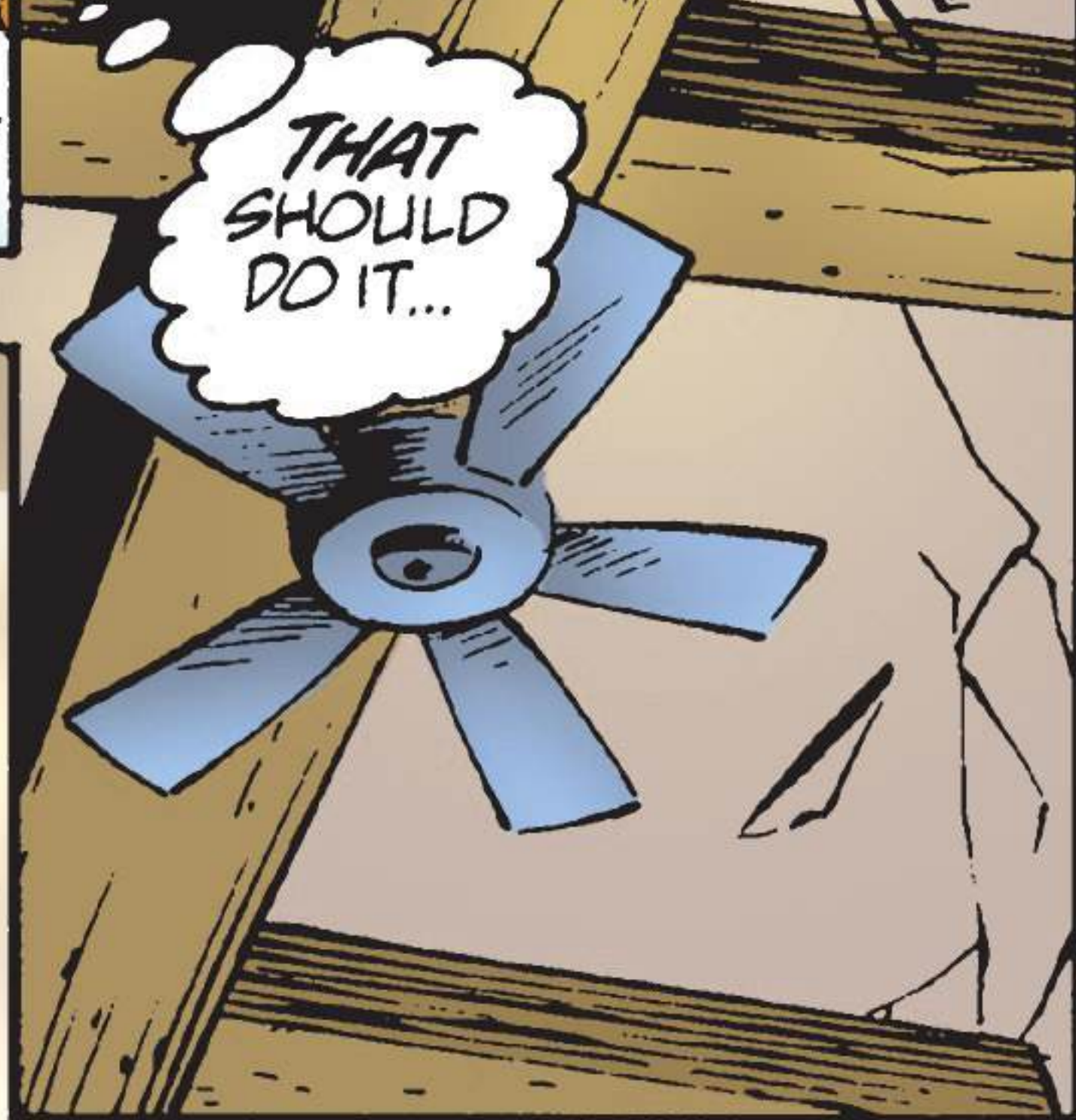
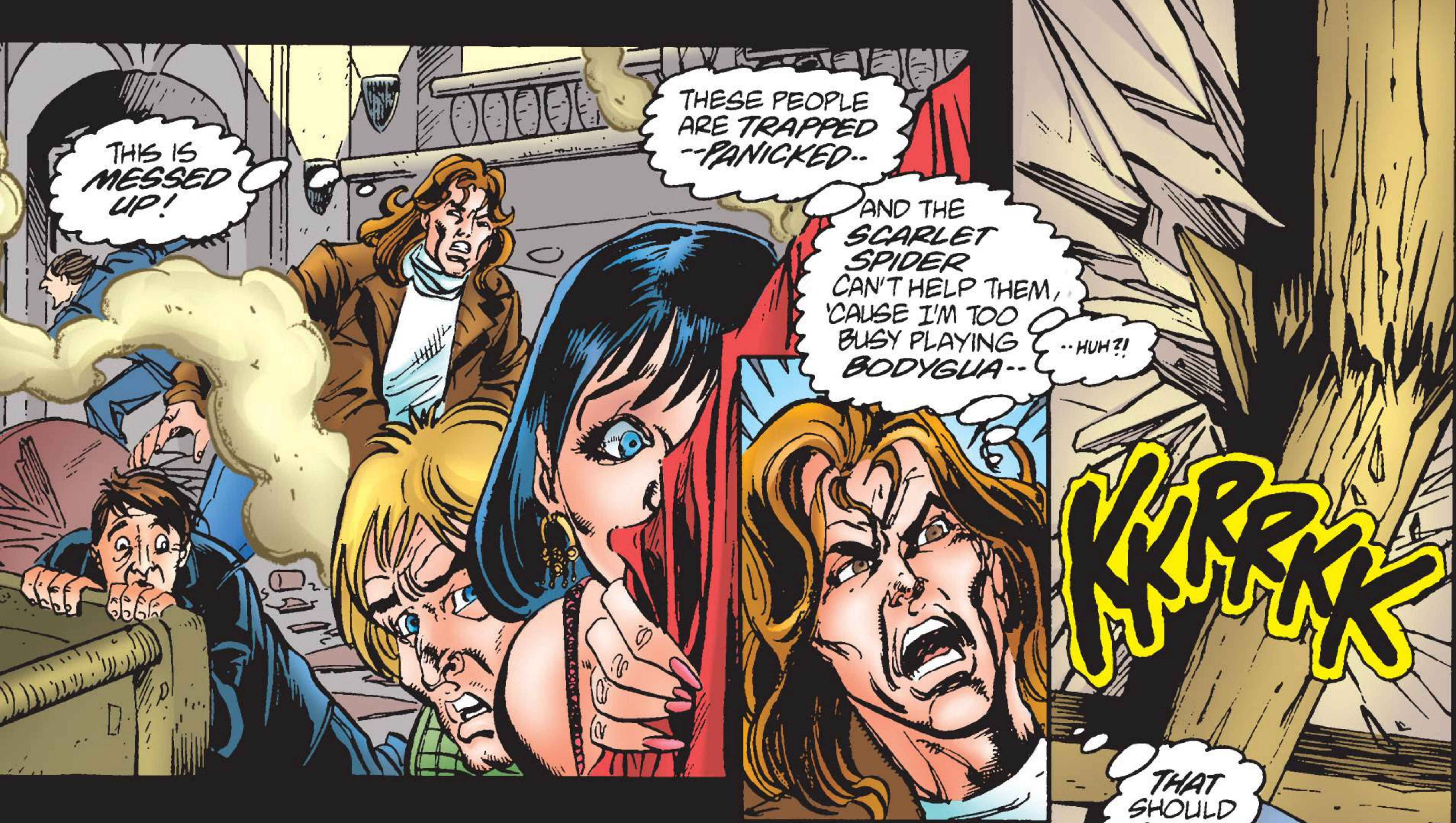


YEEOWW!

SPIDER-
SENSE
SCREAMING
LIKE A
SIREN!

WHAT--







CHOP
CHING
POWING

SHE'S GOT
SOME KINDA
FORCEFIELD'R
SOMETHIN'!

BOY--
DETECTIVE
SCHOOL
WASN'T WASTED
ON YOU
GUYS,
WAS IT?

FIRST THINGS
FIRST! TSD IS
TRAPPED BEHIND
A WALL OF
RUBBLE IN THE
CLOAK ROOM--

--BUT THESE
INNOCENT
CUSTOMERS
ARE TRAPPED
IN HERE, WITH
FALLING DEBRIS
AND FLYING
BULLETS!

POWPOWPOW

KRUN
CH

SO LET'S SEE
IF SOME SUPER-COOL
SPIDER-
STRENGTH--

"--CAN GIVE
THEM THE EXIT
THEY NEED!"

HEY--MY GUN'S JAMMED'R SOMETHIN'!

I OVERRODE THEM, EINSTEIN--

--AND AS IF THAT WASN'T ENOUGH FUN--

--IF I GIVE A POWER SURGE TO THE CEILING FANS...!

MINE, TOO! WHAT HAPPENED...?!

MEANWHILE...

OKAY. THAT GOT MOST OF THE PAYING CUSTOMERS OUT OF THE WAY--

NOW LET'S SEE HOW IMPENETRABLE THIS FORCEFIELD REALLY--

"...THEY SPIN THEMSELVES RIGHT OUT OF THEIR HOUSINGS!"

This panel depicts a chaotic scene in a restaurant. Iron Man is in the background, firing his repulsor beams. Spider-Man is in the foreground, dodging and weaving. Several patrons are being thrown through the air by a power surge to the ceiling fans. The sound effect 'KLU D' is written in large, stylized letters.

--IS!

THWAK

I GUESS THE ANSWER IS "VERY!"

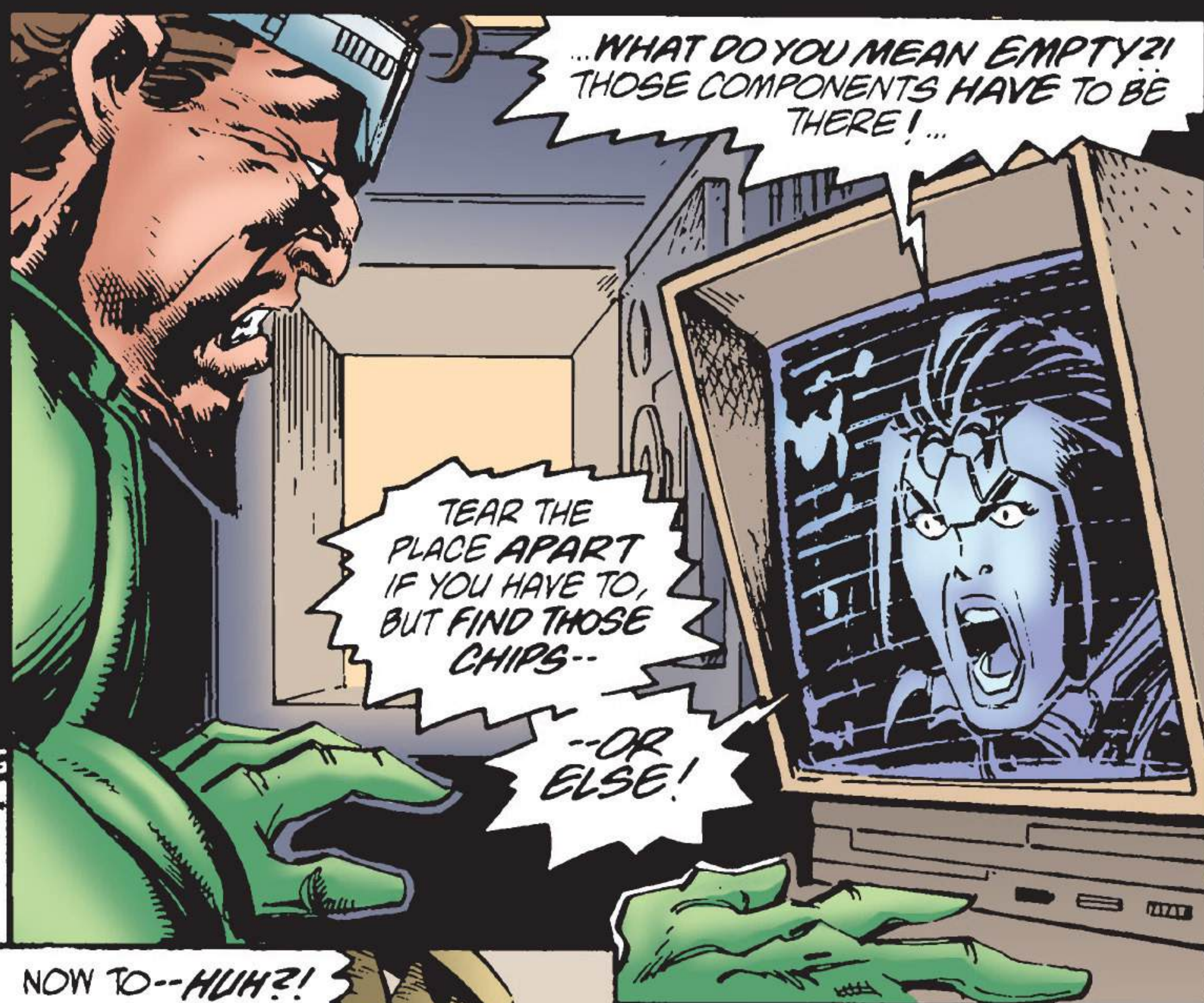
Spider-Man is shown being hit by a forcefield, with the sound effect 'THWAK' written in large, stylized letters. He is lying on the ground, looking up in surprise. A woman with blue hair and a red and white outfit is standing nearby, looking at him.

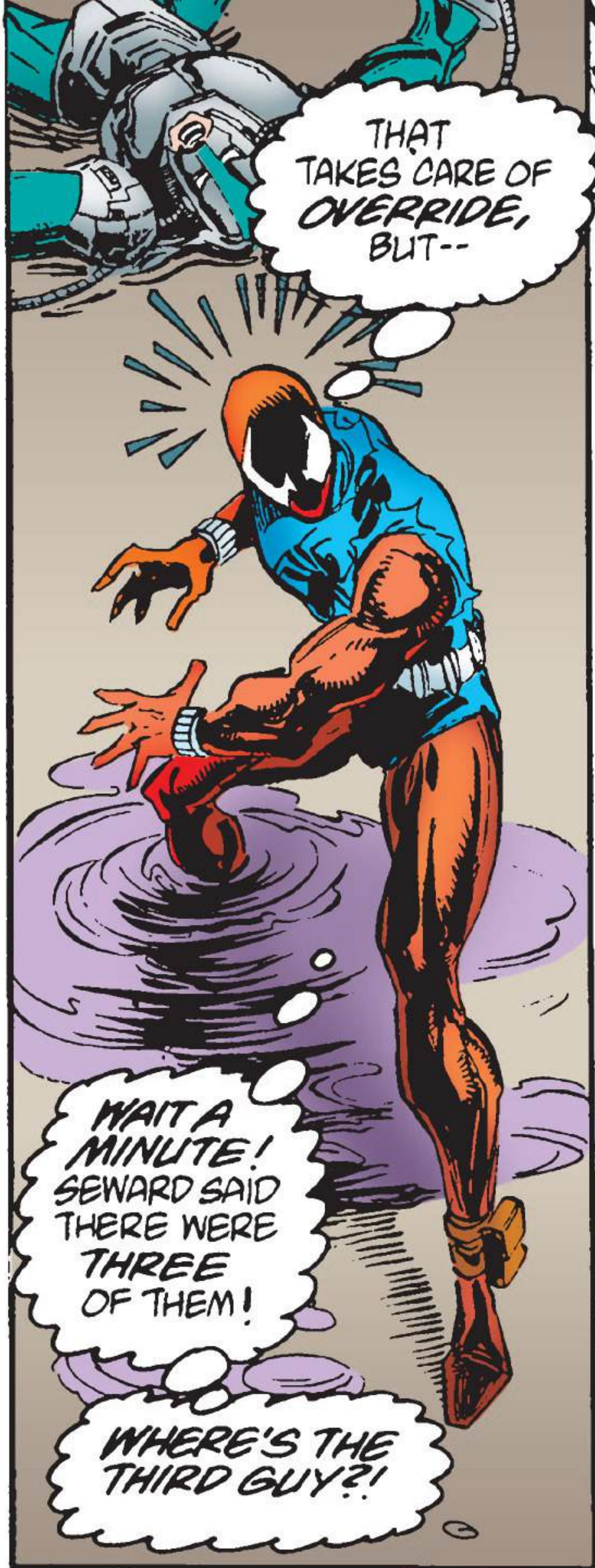
IT CAN EASILY TAKE ANY PUNISHMENT YOU DISH OUT! YOU'LL NEVER TOUCH ME!

FAN

THEN MAYBE THAT'S NOT WHAT I WANT TO DO...!

A close-up of the woman with blue hair, looking determined and confident. She is speaking to Spider-Man, who is lying on the ground. The sound effect 'FAN' is written in large, stylized letters.

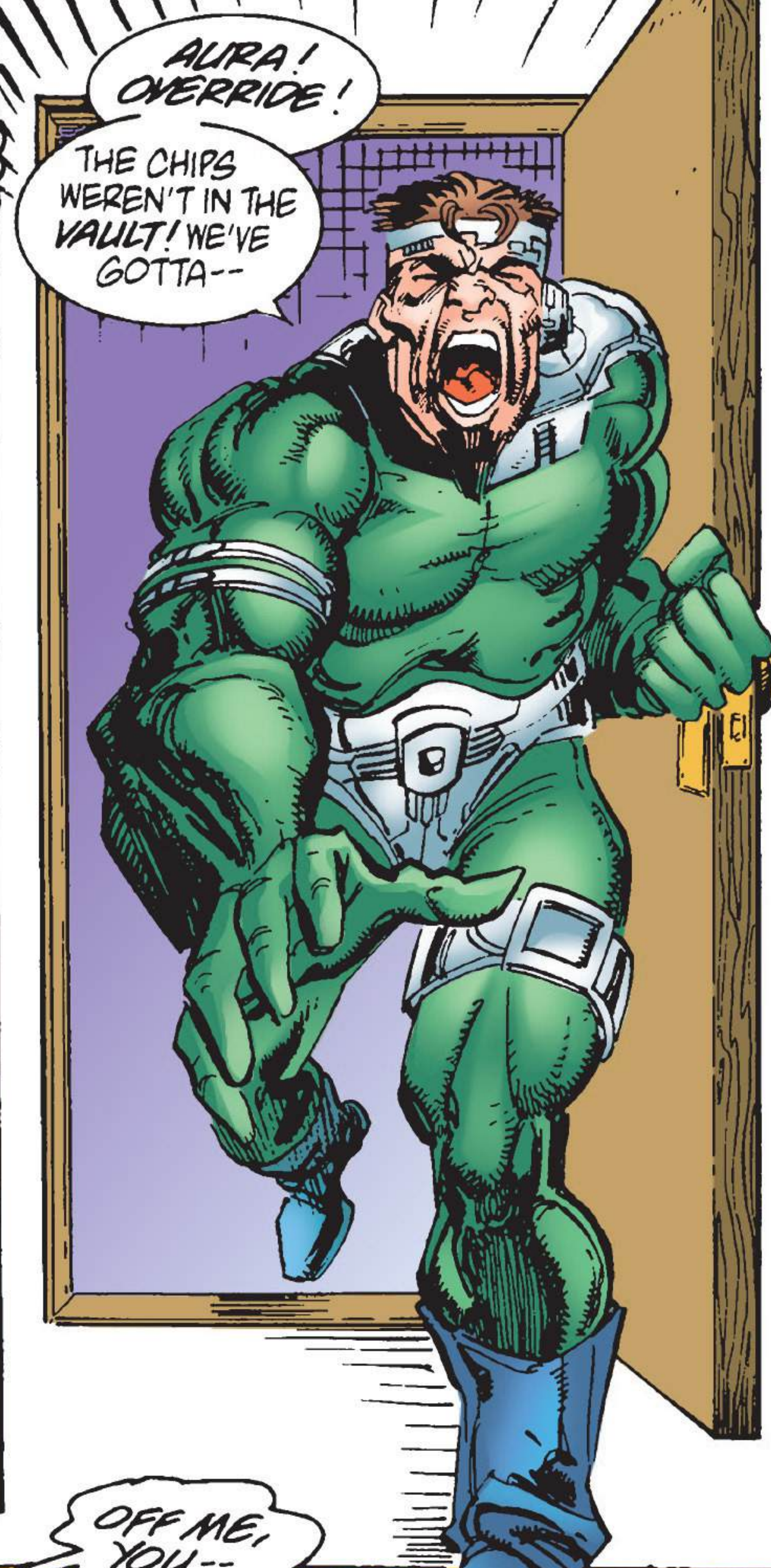




THAT
TAKES CARE OF
OVERRIDE,
BUT--

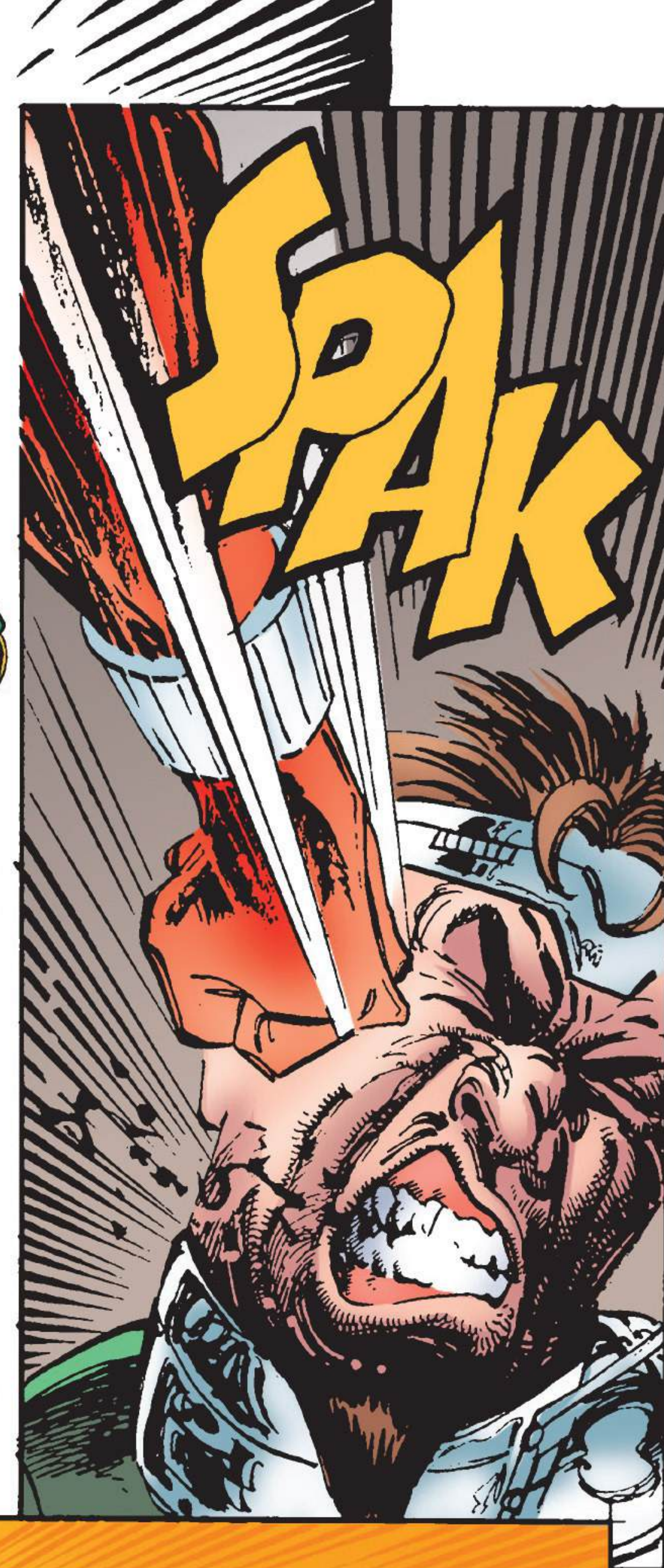
WAIT A
MINUTE!
SEWARD SAID
THERE WERE
THREE
OF THEM!

WHERE'S THE
THIRD GUY?!

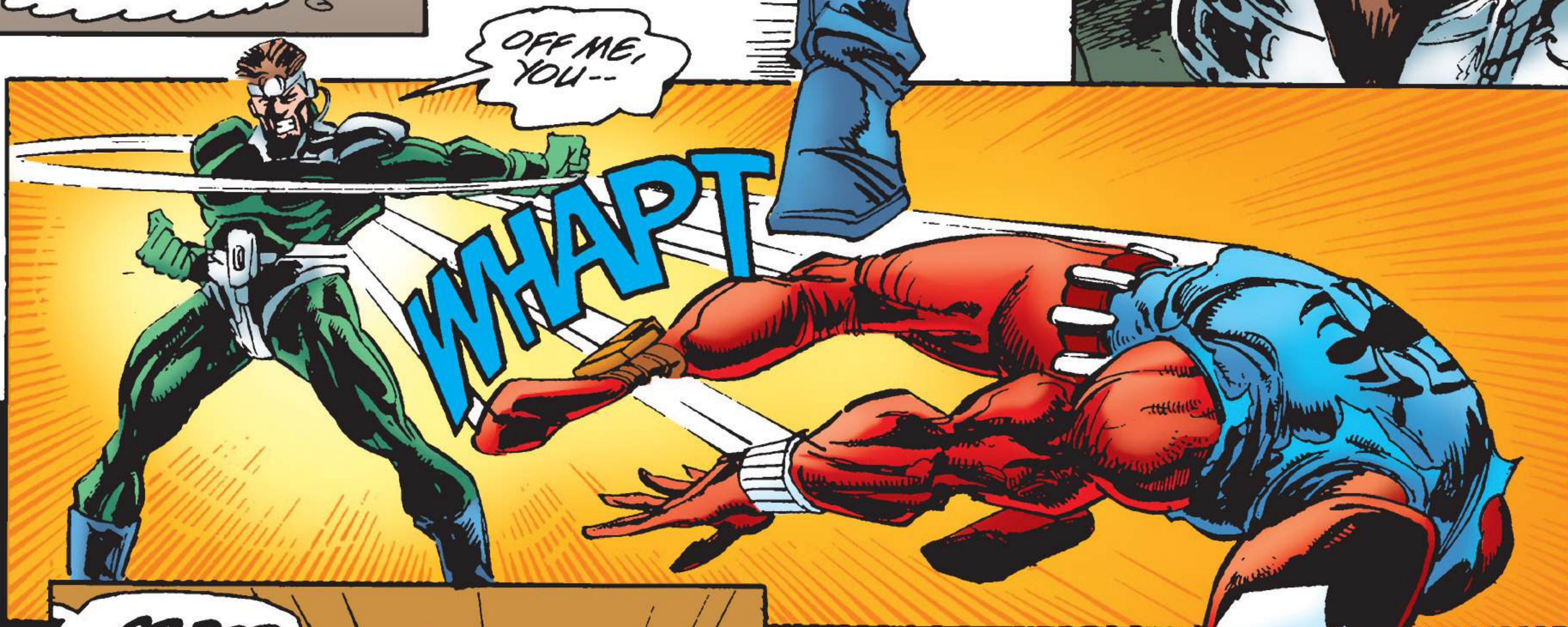


AURA!
OVERRIDE!

THE CHIPS
WEREN'T IN THE
VAULT! WE'VE
GOTTA--



SPAK



OFF ME,
YOU--

WHAPT



--SPIDER-
MAN?!

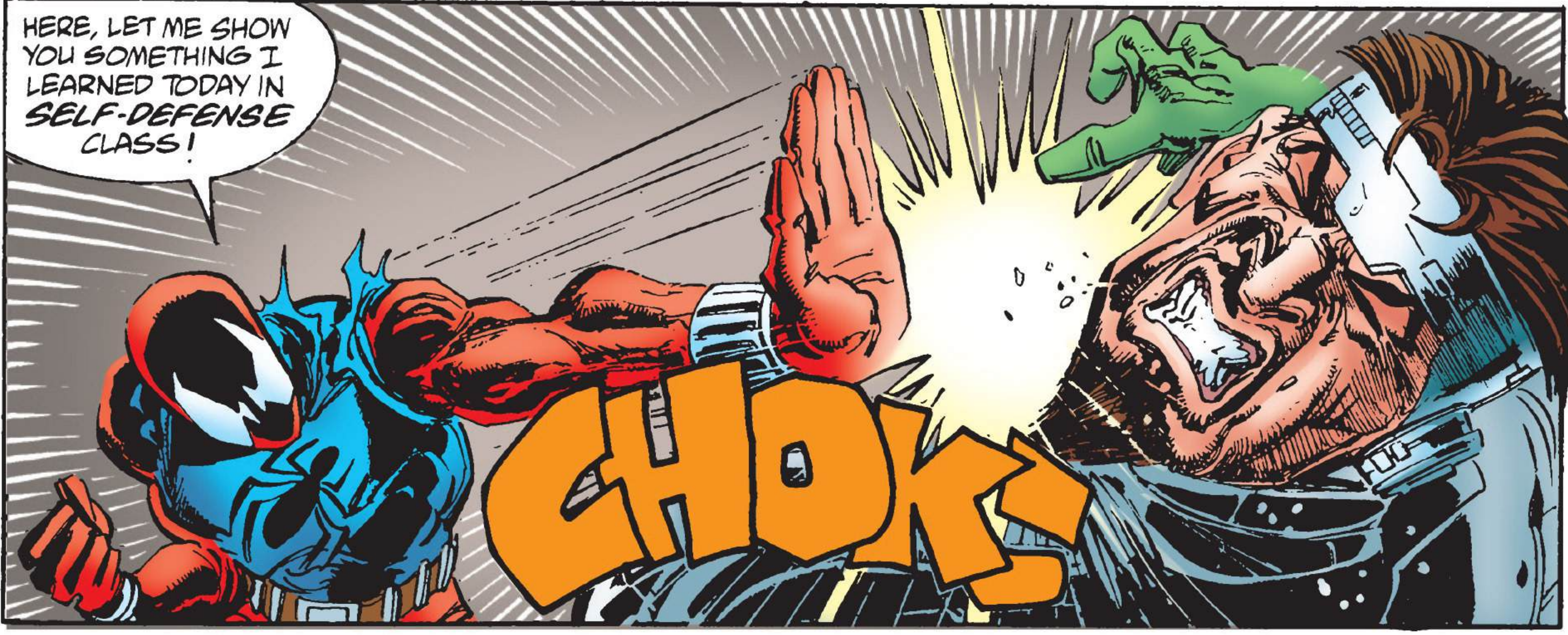
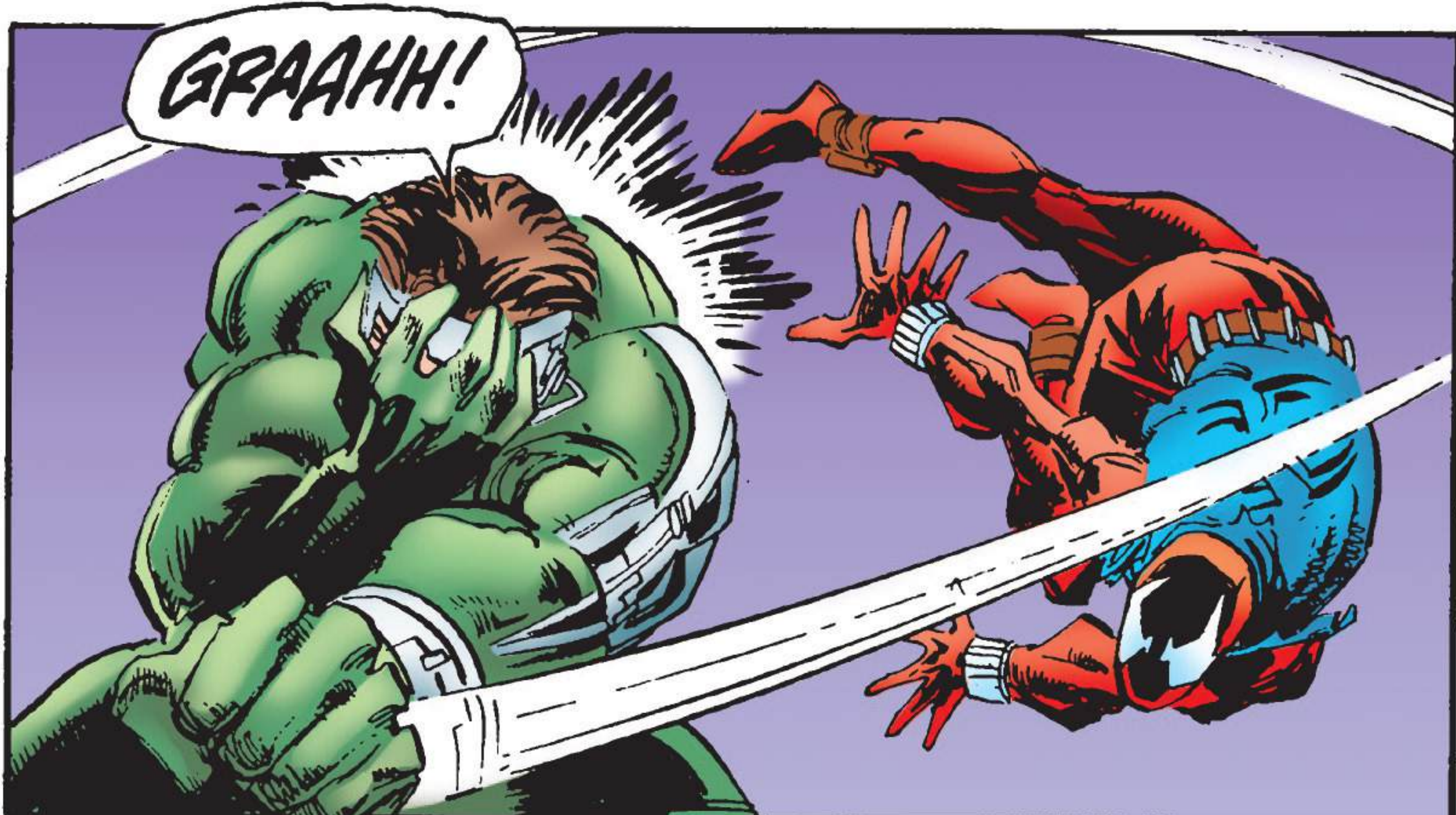
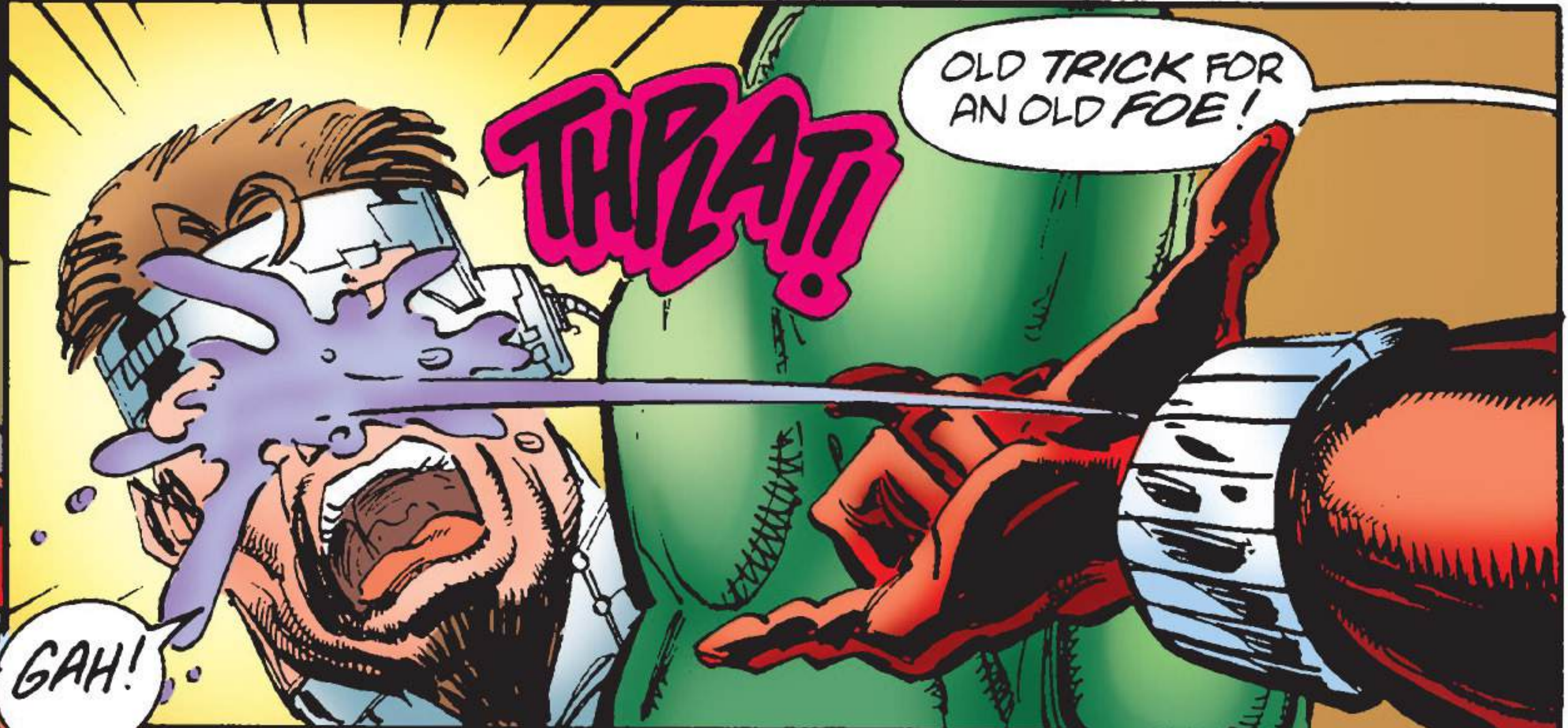
WHAM



TIME FOR THE
LOOTER TO
GET A LITTLE
PAYBACK!

...LOOTER...

...THE
LOOTER...?





MIXING IT UP WITH YOU ISN'T IN MY CONTRACT, SO--

THAT PILLAR...!



HE'S GONNA BRING THE ROOF DOWN ON THESE PEOPLE--

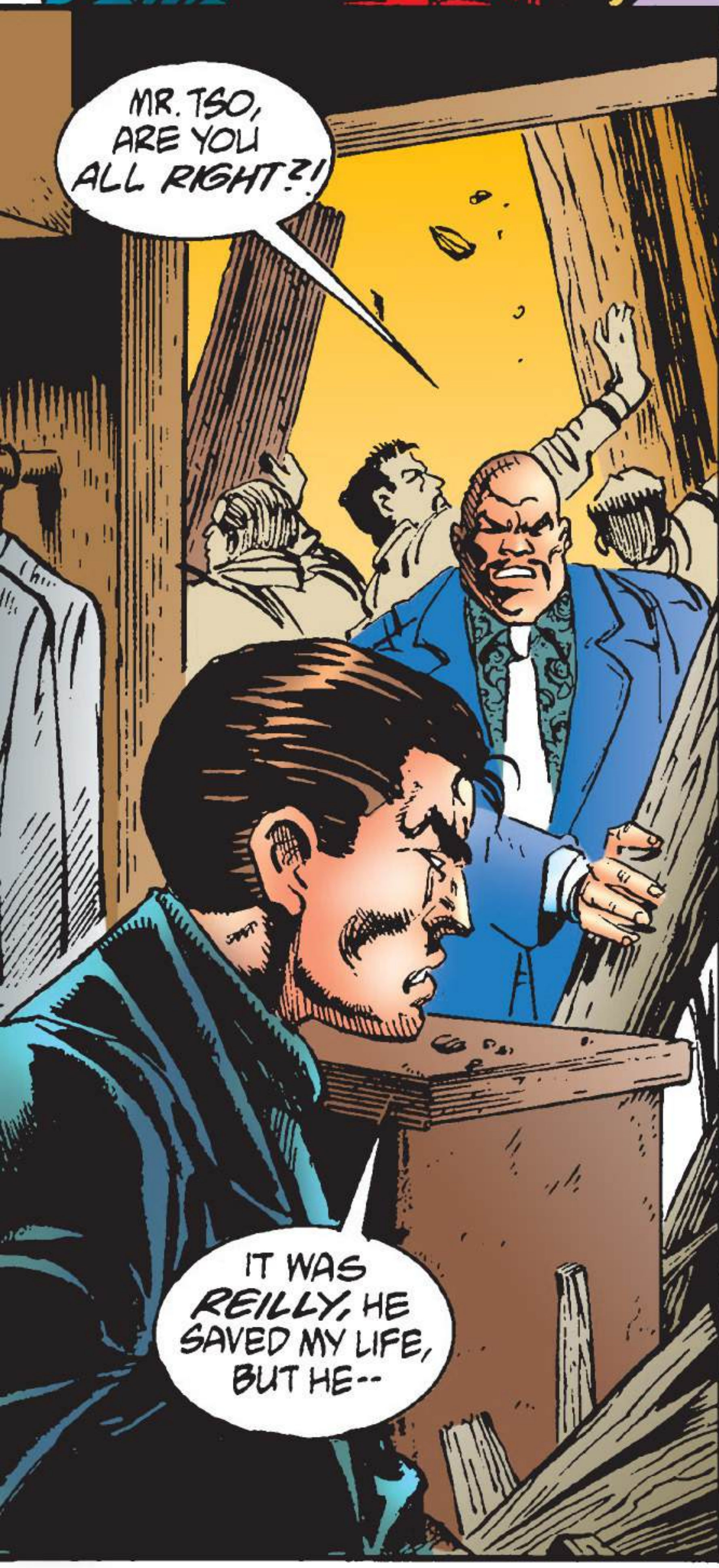
--KNOWING THAT, BY THE TIME I TAKE CARE OF THIS--

THWP

THWP



--HE AND HIS "HOMEBOYS" WILL BE LONG GONE!



MR. TSO, ARE YOU ALL RIGHT?!

IT WAS REILLY, HE SAVED MY LIFE, BUT HE--



RIGHT HERE, MR. TSO. I GOT LUCKY! I WAS SHIELDED FROM THE CAVE-IN BY A FALLEN BEAM--

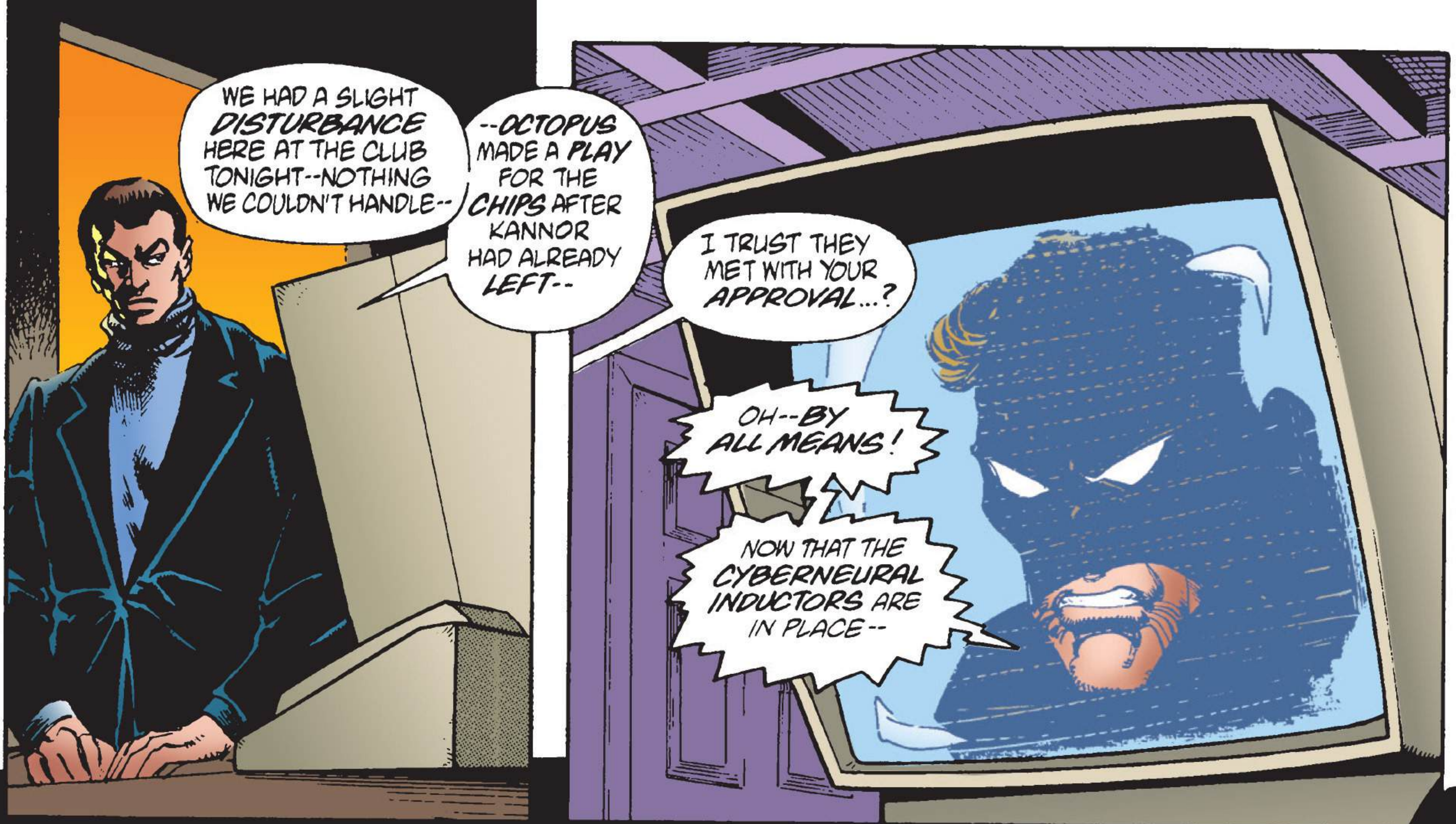
LUCKY FOR ME, KID! YOU WERE AMAZING! YOU'RE DOING AN EXCELLENT JOB--

--KEEP IT UP!



GREAT! I'M DOING EXCELLENT IN A JOB THAT I HATE--WORKING FOR A GUY I DON'T LIKE--

--AND I DON'T EVEN KNOW WHERE THE CHIPS--THE REASON I TOOK THE JOB IN THE FIRST PLACE--ARE!



WE HAD A SLIGHT
DISTURBANCE
HERE AT THE CLUB
TONIGHT--NOTHING
WE COULDN'T HANDLE--

--OCTOPUS
MADE A PLAY
FOR THE
CHIPS AFTER
KANNOR
HAD ALREADY
LEFT--

I TRUST THEY
MET WITH YOUR
APPROVAL...?

OH--BY
ALL MEANS!

NOW THAT THE
CYBERNEURAL
INDUCTORS ARE
IN PLACE--



--IT'S TIME
FOR ALISTAIR
SMYTHE TO TAKE HIS
ALL NEW CYBERSLAYERS
ON A LITTLE FIELD
TEST!

SMYTHE VS DR. OCTOPUS!
SCARLET SPIDER CAUGHT IN THE
MIDDLE! IT ALL STARTS IN WEB
OF THE SCARLET SPIDER #2--

CYBERWAR!!



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WEB OF SCARLET SPIDER

TWM



CyberWar

part 1 of 4

Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man**! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: **THE SCARLET SPIDER!**

HE IS AN **EMPTY HUSK** NOW--

--AN **ABANDONED SHELL** OF A MAN, **DESERTED** SOME WOULD SAY, BY HIS "**BEING**"--

--OTHERS MIGHT SAY, BY HIS "**SPIRIT**"!

--SEWARD'S **MIND WAS LOST--**
A **CASHALTY** OF A **CYBER-
NETIC TRAUMA**!

NOW, HIS **BODY LIES**
IN A **HOSPITAL**--

--**HOOKED TO MACHINES** AND
MONITORS THAT **REGISTER**
STRONG AND **HEALTHY LIFE**
SIGNS--

--**BUT A LACK** OF ANY KIND OF
BRAIN ACTIVITY **WHATSOEVER!**

DAYS AGO, THE MAN KNOWN AS **DR. SEWARD TRAINER** WAS **SPIRITED** AWAY TO THE **ELECTRONIC** **REALM** OF **CYBERSPACE**--*

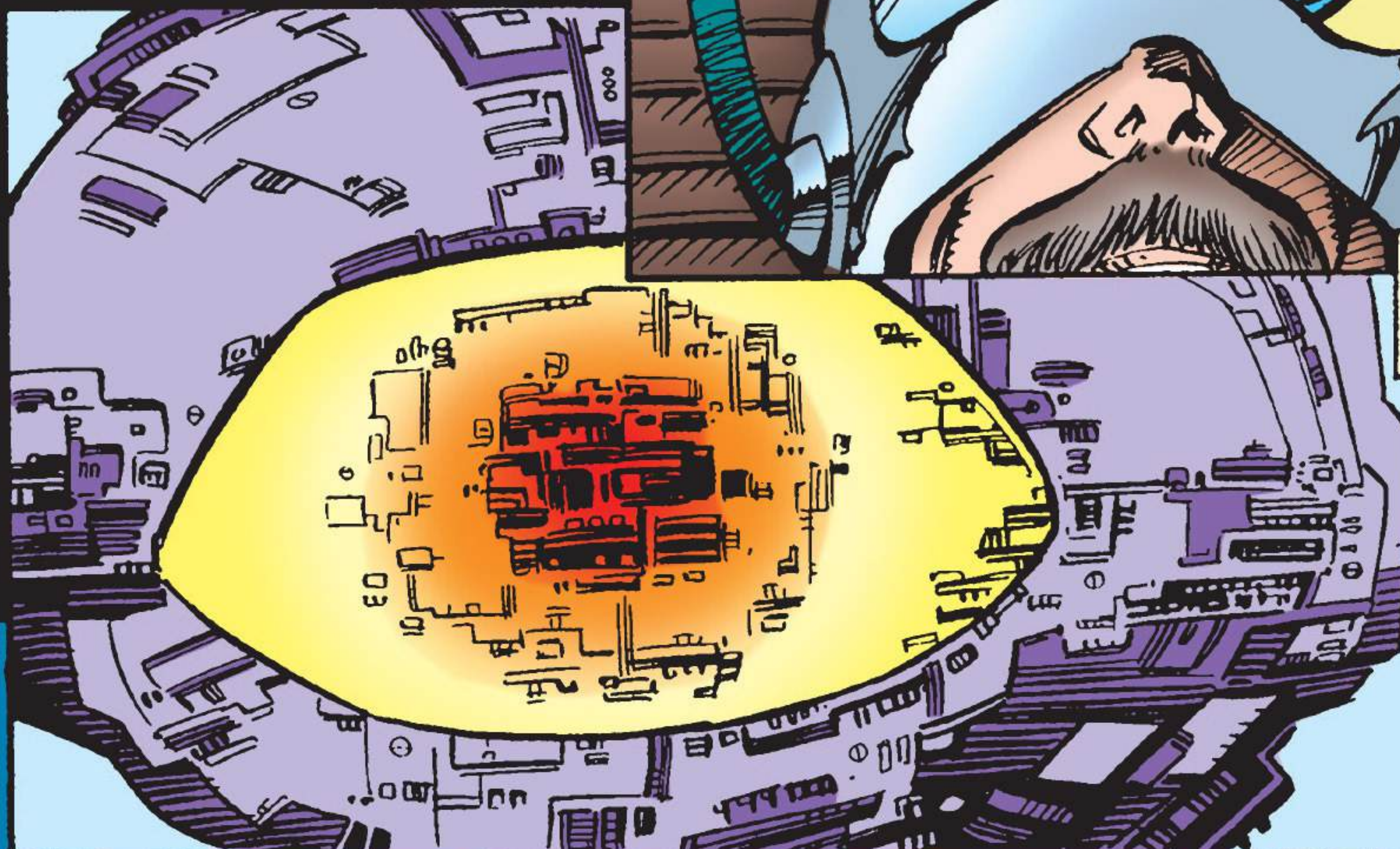
--THERE, ALONG WITH HIS FRIEND, **BEN REILLY**-- THE **SPECTACULAR SCARLET SPIDER**-- HE WAS MADE TO DO **BATTLE!** BUT WHILE THE **BATTLE** WAS **WON**--

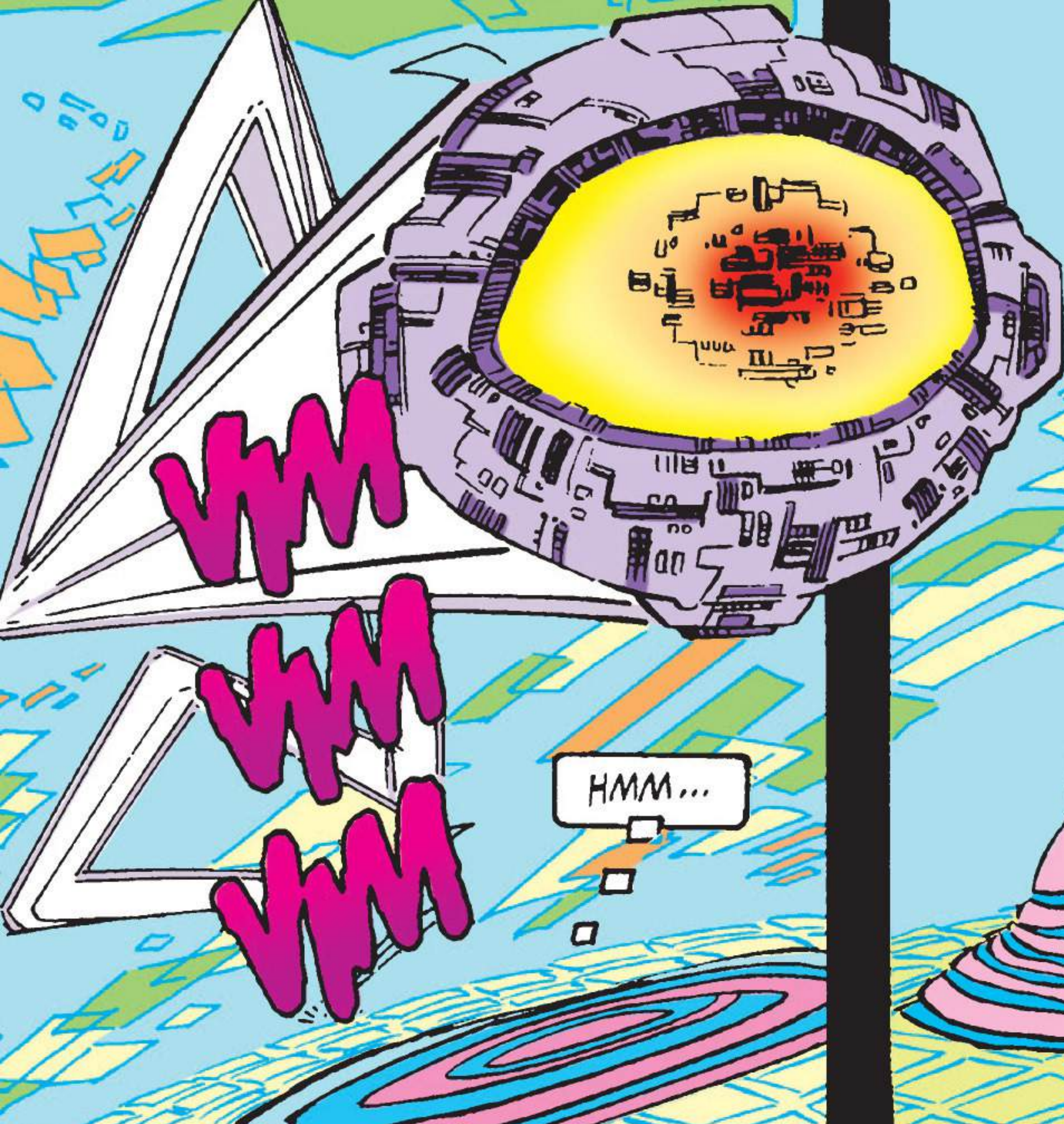
* IN **AMAZING SCARLET SPIDER #1**. --ERIC

FOR ALL INTENTS AND
PURPOSES, SEWARD
TRAINER IS **BRAIN-DEAD!**

BUT, IT WOULD SEEM,
THERE IS **MUCH,**
MUCH MORE HERE--

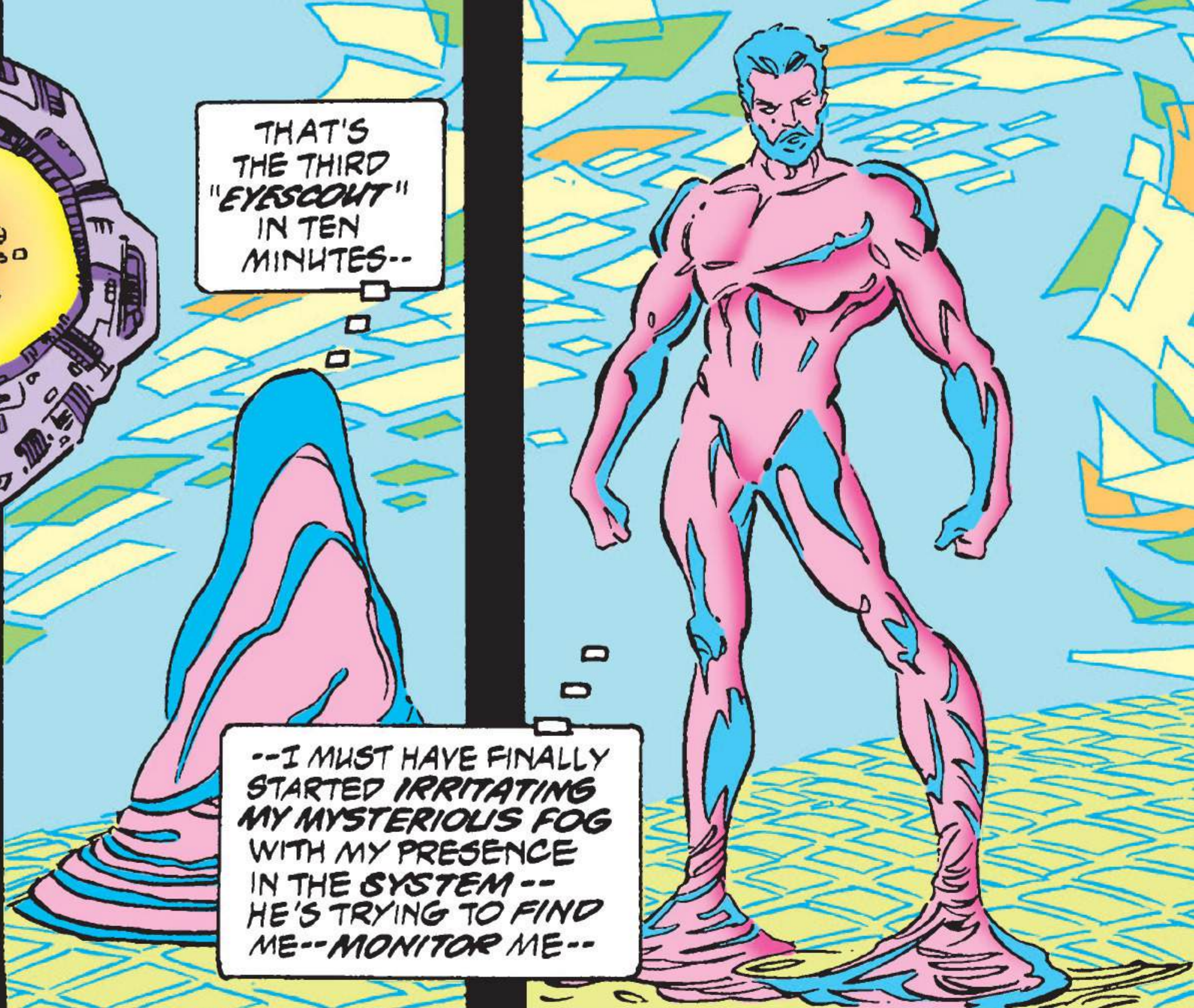
--**THAN MEETS**
THE **EYE!**



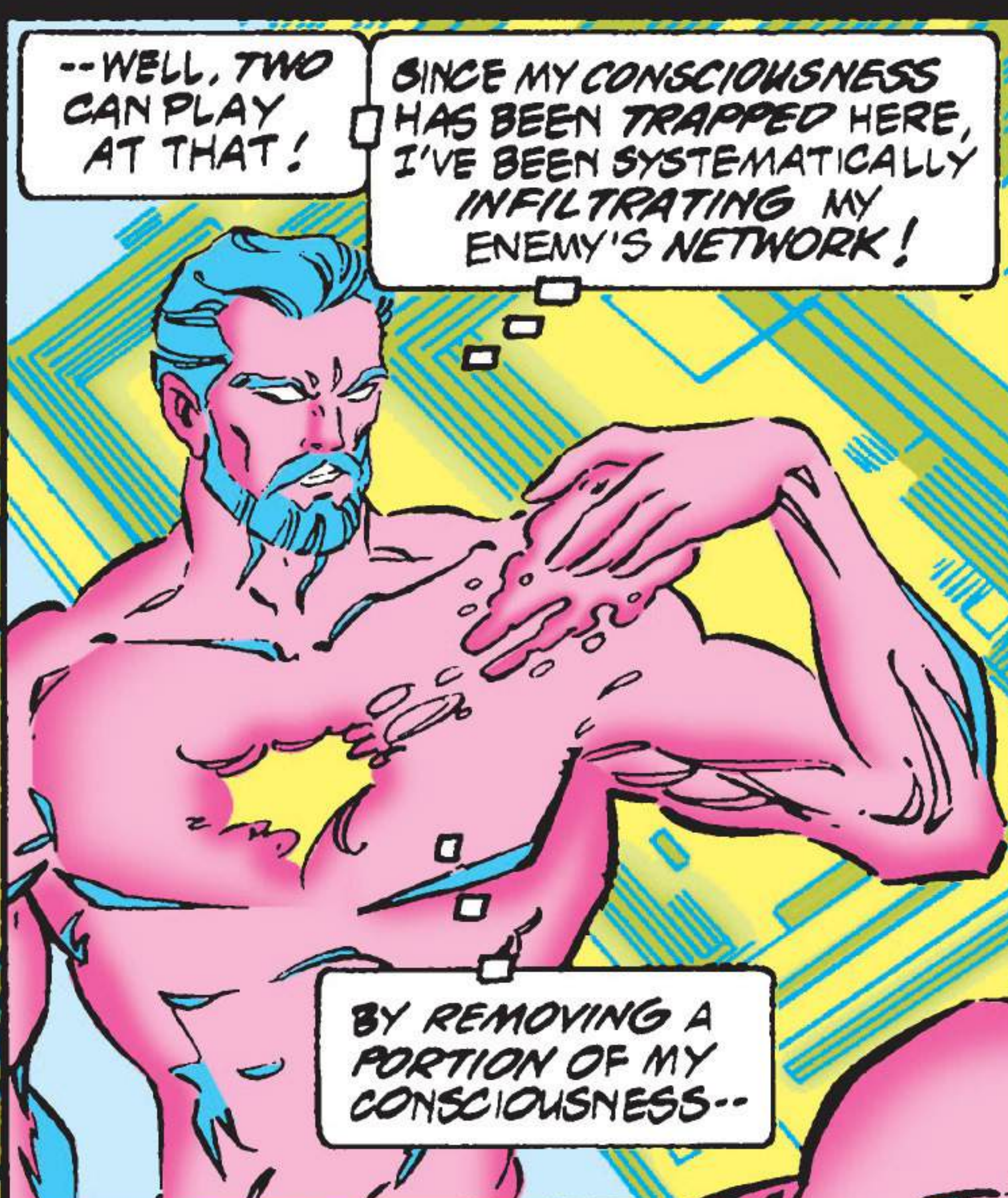


THAT'S
THE THIRD
"EYESCOUT"
IN TEN
MINUTES--

HMM...



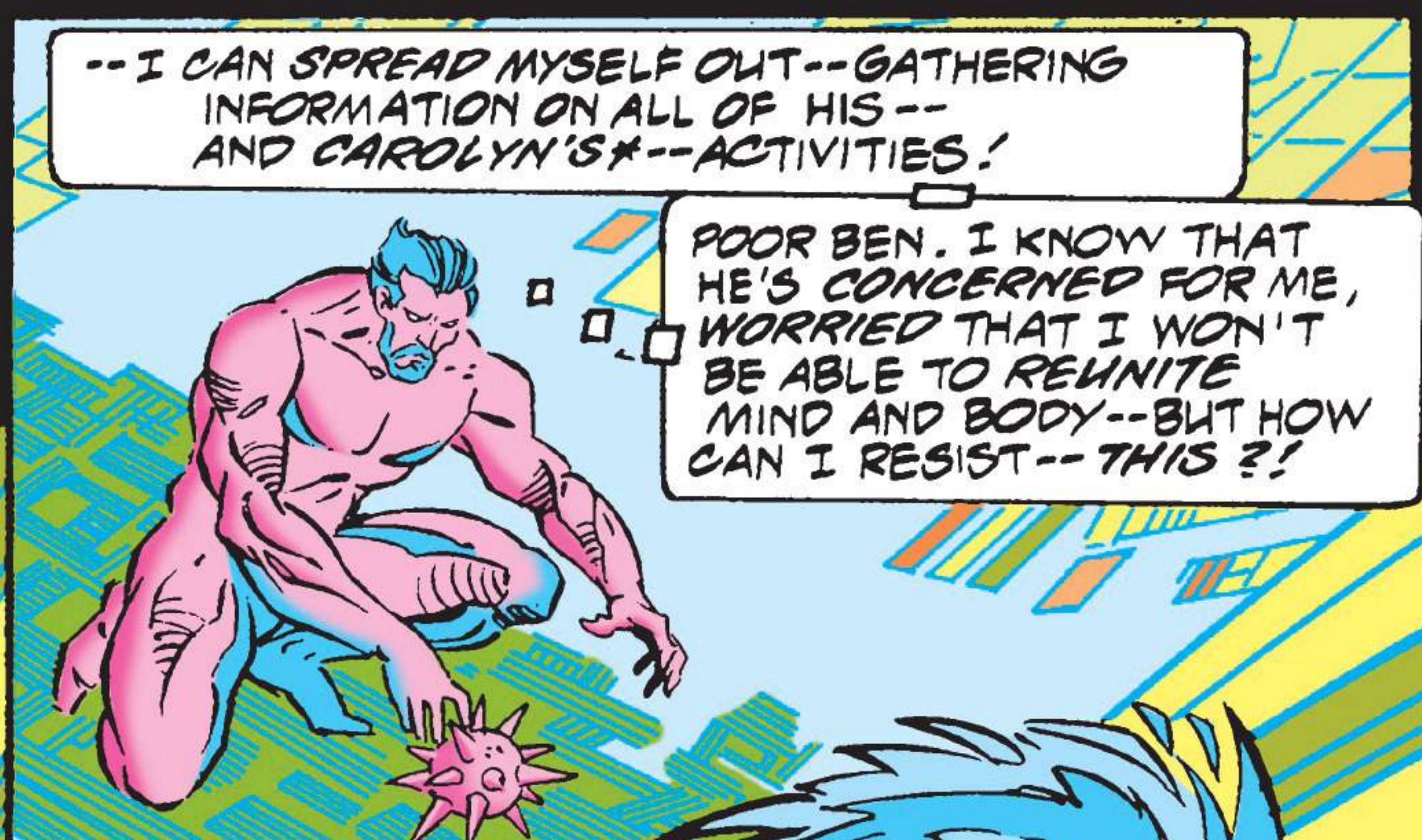
--I MUST HAVE FINALLY
STARTED IRRITATING
MY MYSTERIOUS FOG
WITH MY PRESENCE
IN THE SYSTEM --
HE'S TRYING TO FIND
ME-- MONITOR ME--



--WELL, TWO
CAN PLAY
AT THAT!

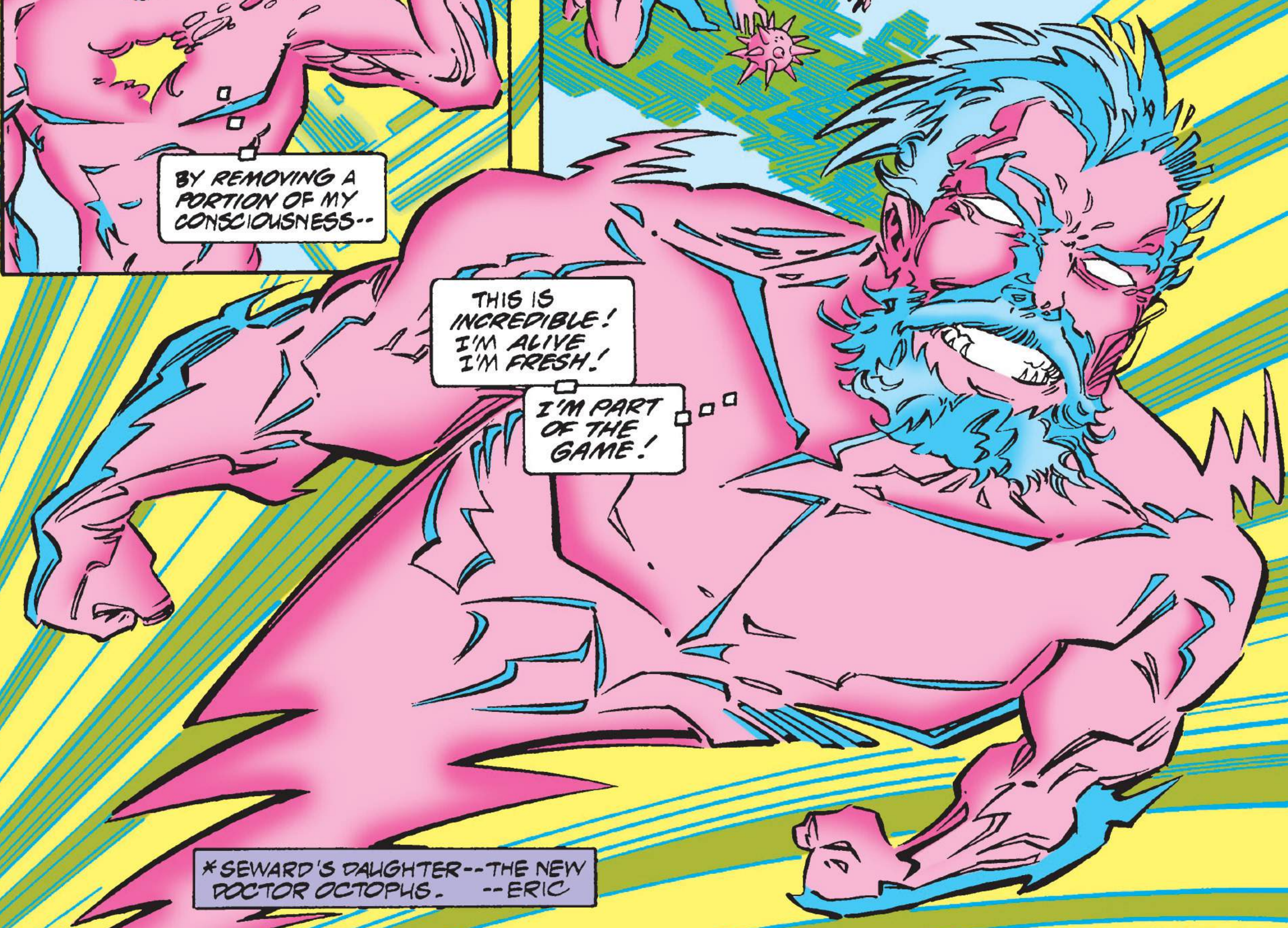
SINCE MY CONSCIOUSNESS
HAS BEEN TRAPPED HERE,
I'VE BEEN SYSTEMATICALLY
INFILTRATING MY
ENEMY'S NETWORK!

BY REMOVING A
PORTION OF MY
CONSCIOUSNESS--



--I CAN SPREAD MYSELF OUT-- GATHERING
INFORMATION ON ALL OF HIS --
AND CAROLYN'S*-- ACTIVITIES!

POOR BEN. I KNOW THAT
HE'S CONCERNED FOR ME,
WORRIED THAT I WON'T
BE ABLE TO REUNITE
MIND AND BODY-- BUT HOW
CAN I RESIST-- THIS ?!



THIS IS
INCREDIBLE!
I'M ALIVE
I'M FRESH!

I'M PART
OF THE
GAME!

*SEWARD'S DAUGHTER--THE NEW
DOCTOR OCTOPUS. --ERIC

C'MON,
SEWARD--

--THIS
ISN'T A
GAME!

HIS NAME IS
BEN REILLY--

--BETTER KNOWN AS
YOUR FRIENDLY
NEIGHBORHOOD
SCARLET SPIDER!

NOW, HOWEVER, HE IS
THE HACKER ON JOUR,
TRYING DESPERATELY TO
LOCATE HIS FRIEND
ON THE INTERNET...

...WELL, IN THE
INTERNET...

...TO NO
AVAIL!

TRUE DECEPTIONS!

TOM
DEFALCO
PLOT

TODD
DEZAGO
SCRIPT

TOM
MORGAN
BREAKDOWNS

RANDY HECTOR
EMBERLIN COLLAZO HUDSON
FINISHERS

DON
PUIRO
A-B-C'S

STEVE
TINSLEY
COLORS

ERIC
FEIN
EDITS

BOB
BUDIANSKY
CHIEF

COLOR SEPARATIONS BY MALIBU

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WELL, I KNOW YOU'RE IN THERE SOMEWHERE--

--I JUST HOPE YOU KNOW WHAT YOU'RE DOING!



EACH TIME SEWARD'S CONTACTED ME, HE'S BEEN SO BRIEF--SO RUSHED-- I HAVEN'T HAD A CHANCE TO TALK TO HIM.

AND I CAN'T SHAKE THIS FEELING THAT HE'S IN DANGER--THAT THE LONGER HE'S SEPARATED FROM HIS BODY--



--THE LESS CHANCE HE HAS OF GETTING BACK IN IT!

BUT HE SEEMS SO FASCINATED-- INTOXICATED WITH HIS SITUATION--

--THAT IT LOOKS LIKE I'M THE ONLY ONE WHO'S SWEATING IT!



WELL, SEWARD, I'LL TRY YOU AGAIN LATER.

I'M OFF TO THE JOB I DON'T LIKE--

--WORKING AS A BODYGUARD FOR A GUY I DON'T LIKE--

--WHO APPEARS TO HAVE STARTED A GANG WAR WITH DOC OCK--

--WHO I DON'T LIKE--

--BECAUSE THEY'RE BOTH TRYING TO STEAL THE SAME EXPERIMENTAL COMPUTER CHIPS!

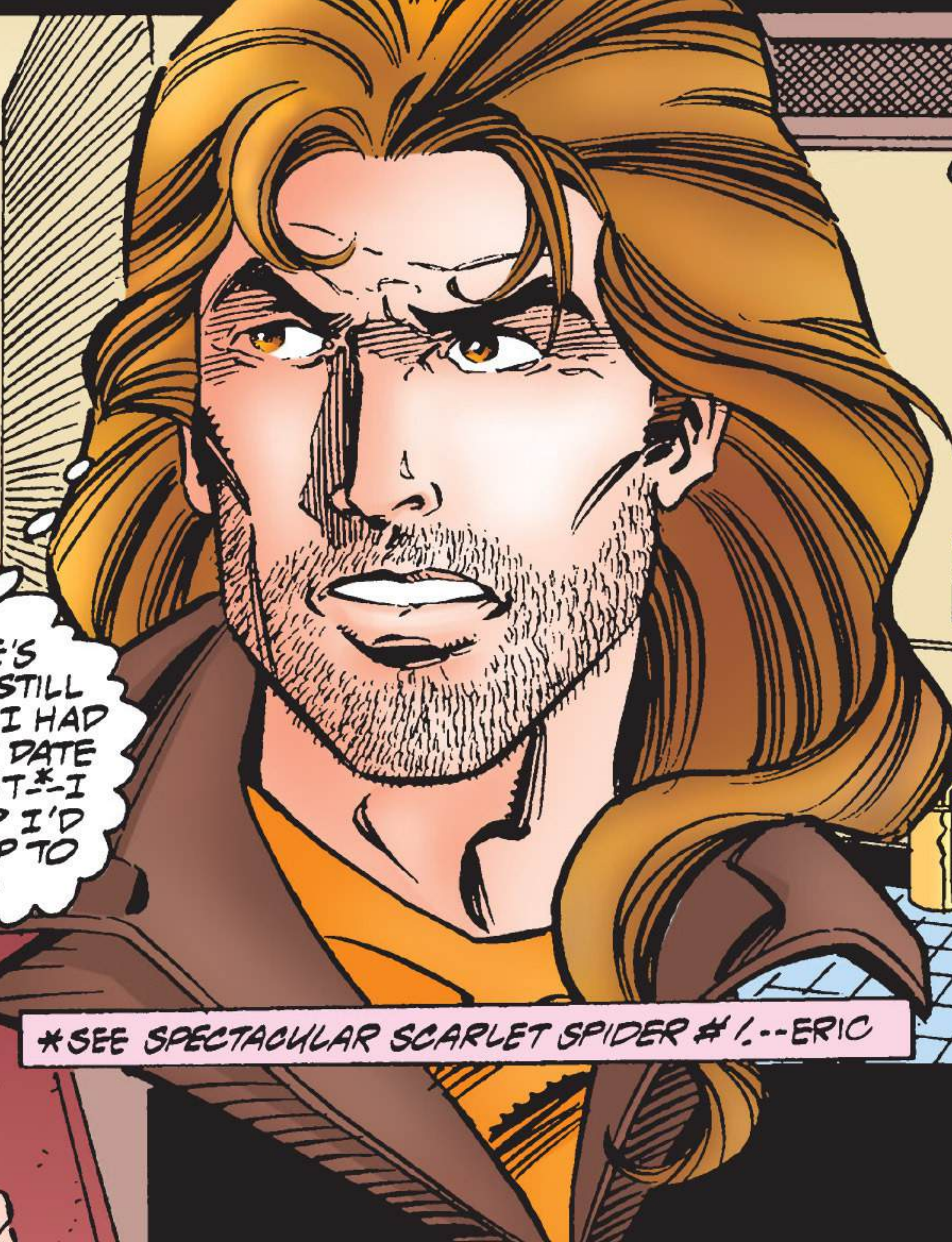
AND Y'KNOW, I'M REALLY STARTING NOT TO LIKE THOSE CHIPS!

SO, BASICALLY, EVERYTHING I'M DOING TO CHANGE MY LIFE-- TO START OVER FRESH-- I DON'T LIKE! HOW DO I GET MYSELF INTO THESE THINGS...?

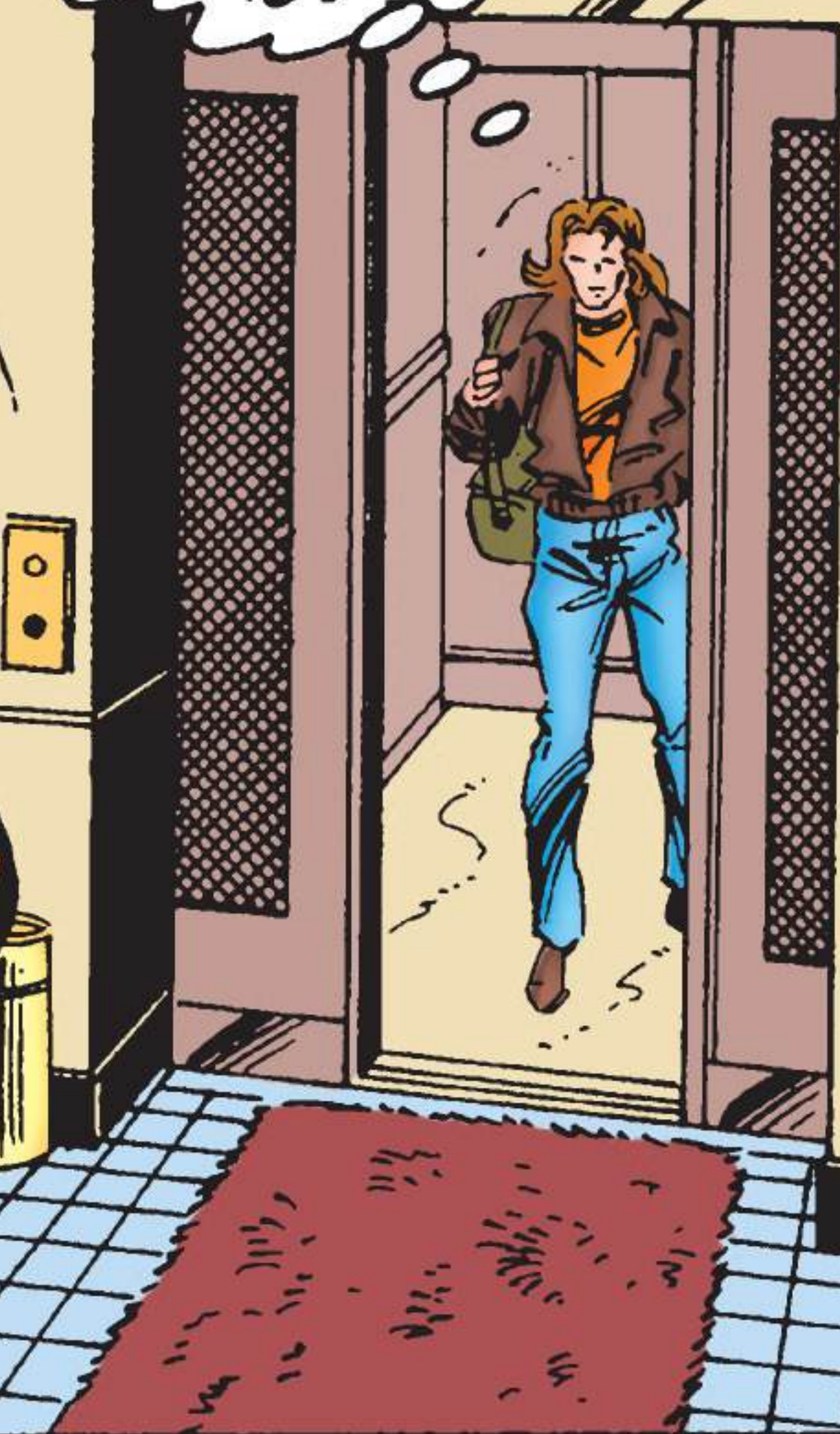


CARRIE'S APARTMENT... MAYBE I SHOULD...

NAH. SHE'S PROBABLY STILL MAD 'CAUSE I HAD TO BAG OUR DATE LAST NIGHT--I PROMISED I'D MAKE IT UP TO HER--



--IF SHE'S EVEN TALKING TO ME, THAT IS.



*SEE SPECTACULAR SCARLET SPIDER #1--ERIC

THE CLUB NOIR
HAS SEEN
BETTER DAYS--

--PRACTICALLY
DESTROYED
AS A RESULT OF
DOC OCK'S MOST
RECENT
ASSAULT*--

--THE PLACE COULD
STAND A LITTLE
COSMETIC SURGERY!

*AGAIN, SPECTACULAR
SCARLET SPIDER #1.--ERIC

CURRENTLY, HOWEVER, ITS OWNER,
THE ENRAGED JASON TSO, WOULD
DO WELL WITH A SEDATIVE!

--I'M TELLING YOU,
ALISTAIR--NOW THAT
WE HAVE THE CHIPS,
WE SHOULD
STRIKE!

OCK HAS
BLATANTLY ATTACKED
US TWICE! WHAT
SHE'S DONE TO
THE CLUB--!

PATIENCE,
JASON,
PATIENCE.

YOUR
TEMPER
WILL GAIN US
NOTHING.

YOU'LL
HAVE YOUR
REVENGE SOON
ENOUGH! MEET ME
HERE AT THE LAB
COMPLEX IN AN
HOUR. I'LL SEE
YOU THEN.

ORLANDO,
I'M GOING
OUT!

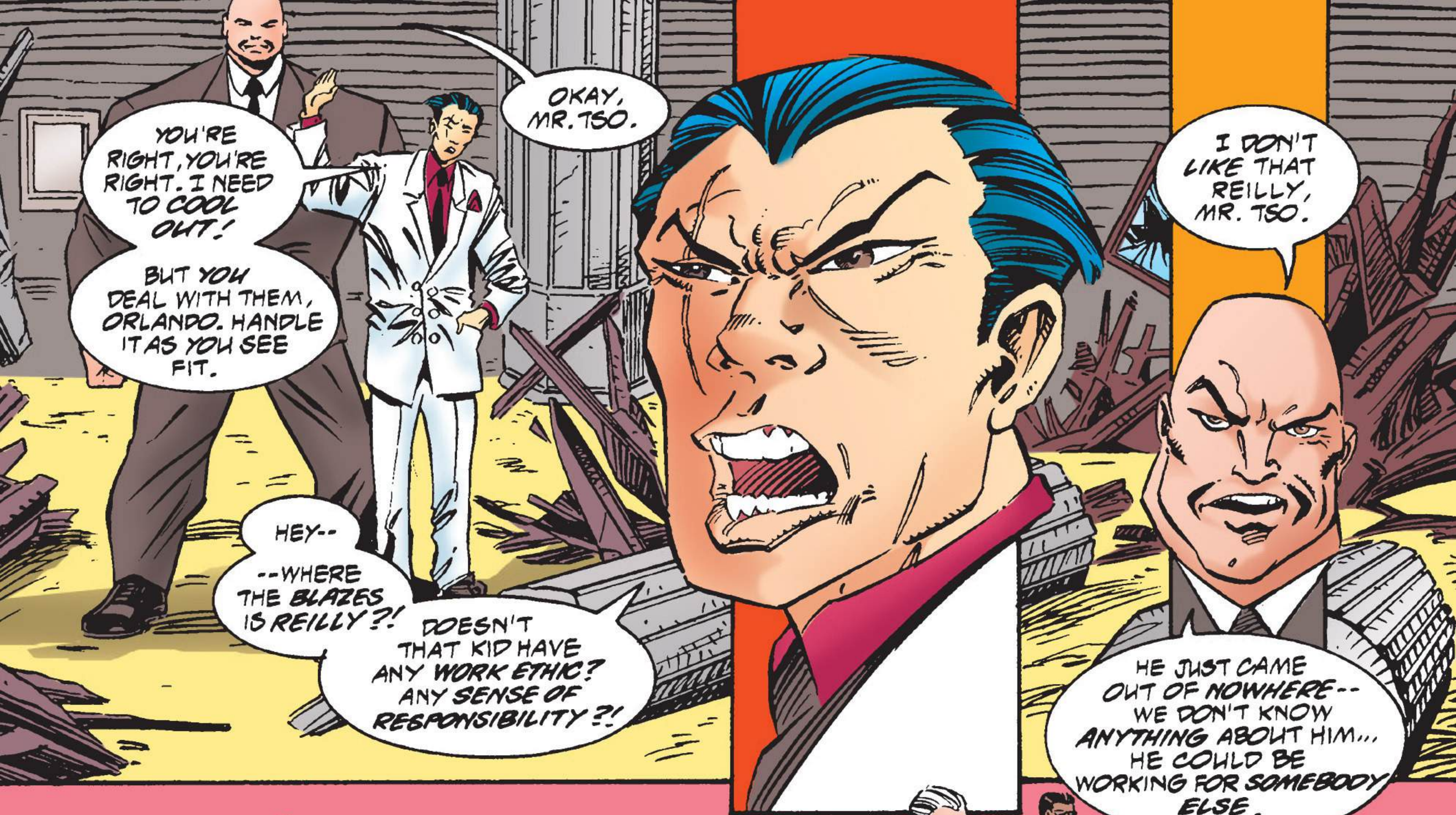
THOSE
BUGLE
REPORTERS
ARE HERE
TO SEE YOU--
ELLIS AND
YIN--

--THEY
WANNA
INTERVIEW
YOU ABOUT
WHAT
HAPPENED
TO THE
CLUB!

THEY
ALREADY DID
THAT ARTICLE
ON THAT MANIAC
WHO TRIED TO
KILL ME. NO!

THROW
THEM
OUT!

MR. TSO,
THEY ARE THE
PRESS. MAYBE
YOU COULD--





--HOPEFULLY I CAN SLIDE RIGHT BY THEM WITHOUT BEING SEEN--

--THE LAST THING I NEED IS FOR ONE OF THEM TO MISTAKE ME FOR--



PETER...?

OH, MAN, I'M SO BUSTED! WHAT'LL I DO? WHAT'LL I SAY?

WHAT IS HER NAME?



PETER, I DON'T KNOW IF YOU REMEMBER ME-- MY NAME IS ANGELA YIN...? WE MET AT THE BUELE A COUPLE OF WEEKS AGO...?

ER...ANGELA!

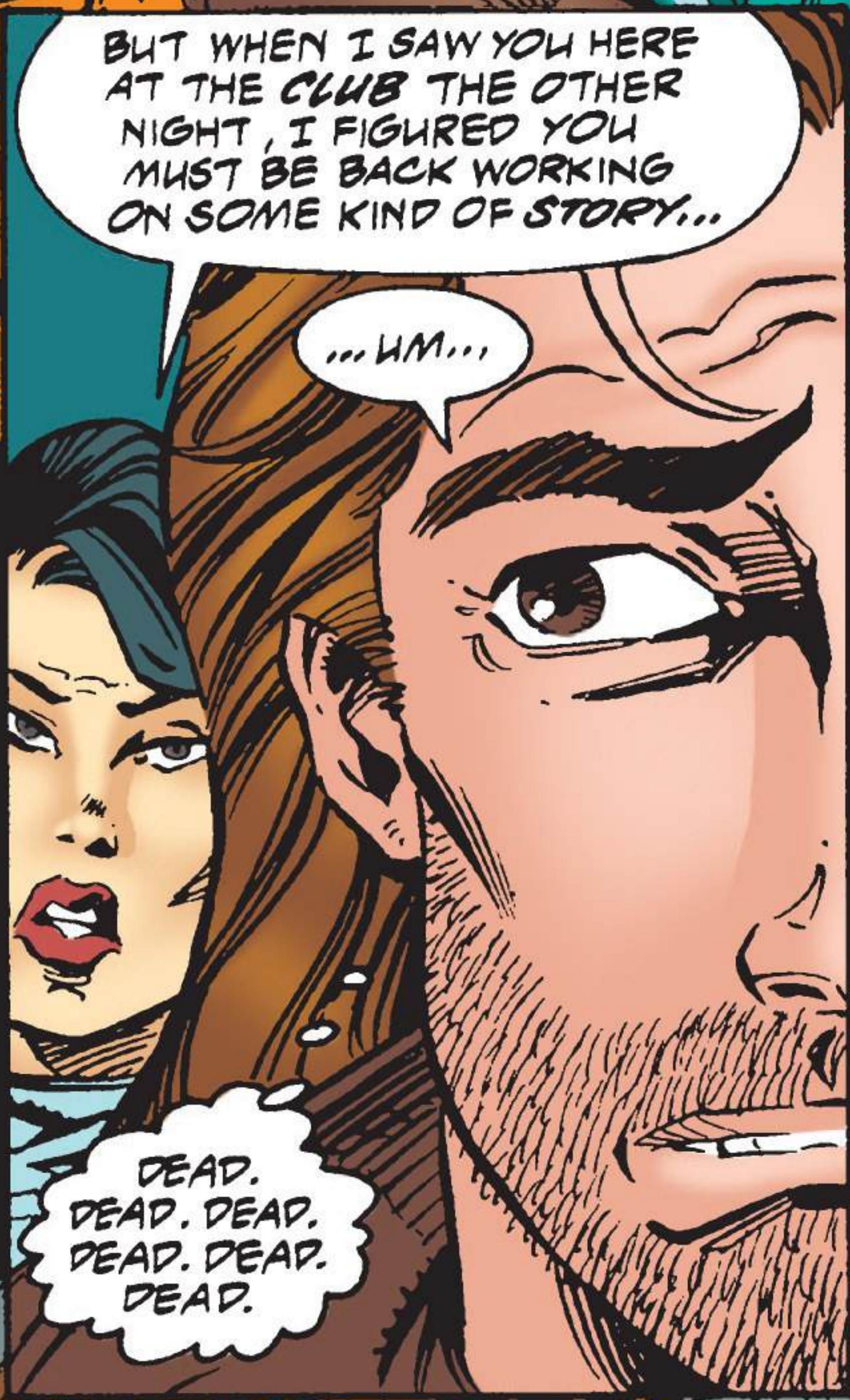
I'M DEAD...



I THOUGHT THAT YOU AND YOUR WIFE HAD LEFT NEW YORK TO START A FAMILY...!

WELL, I...

OH, I'M REALLY, REALLY DEAD.



BUT WHEN I SAW YOU HERE AT THE CLUB THE OTHER NIGHT, I FIGURED YOU MUST BE BACK WORKING ON SOME KIND OF STORY...

...HM...

DEAD. DEAD. DEAD. DEAD. DEAD.

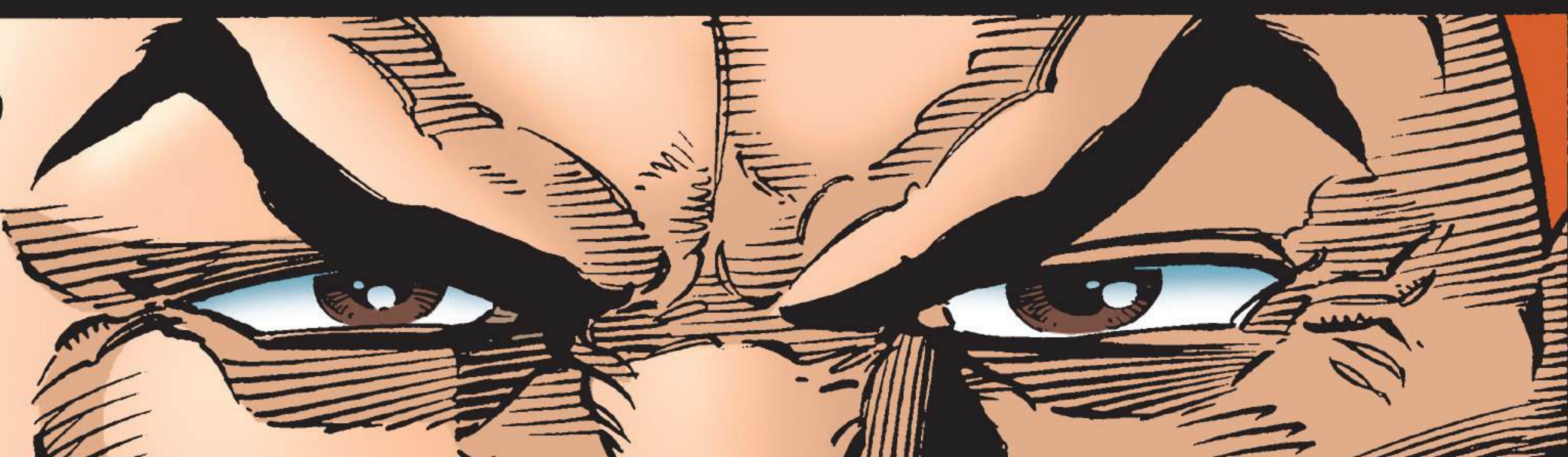


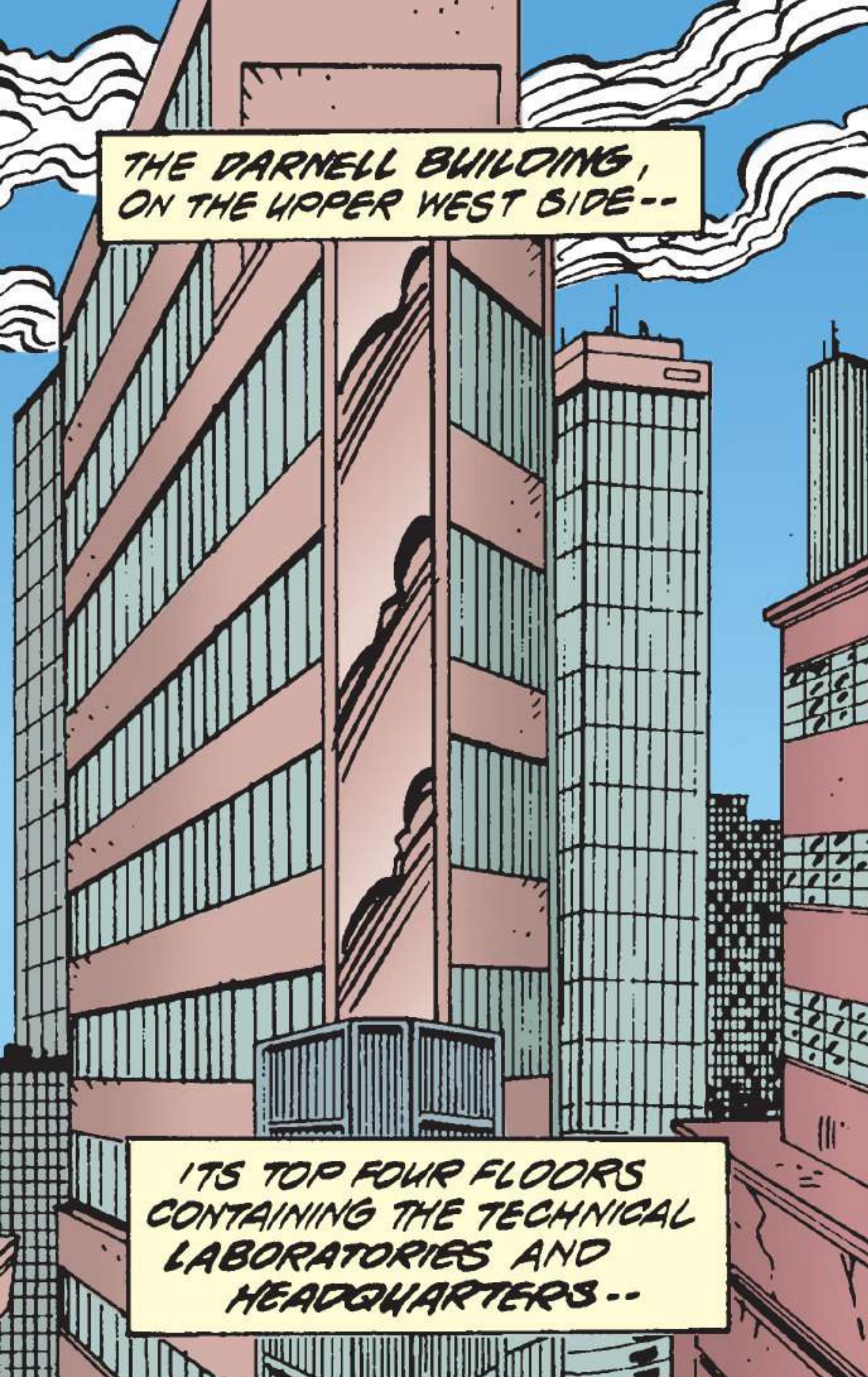
I DIDN'T TELL KEN. I FIGURED YOU MUST BE UNDERCOVER-- GETTING THE INSIDE SCOOP ON TSO! WELL, DON'T WORRY ABOUT ME--

--I CAN KEEP YOUR SECRET-- I WON'T RAT YOU OUT! AFTER ALL, WE'RE ALL IN THE SAME BUSINESS!

HUH? I CAN'T BELIEVE THIS JUST HAPPENED--

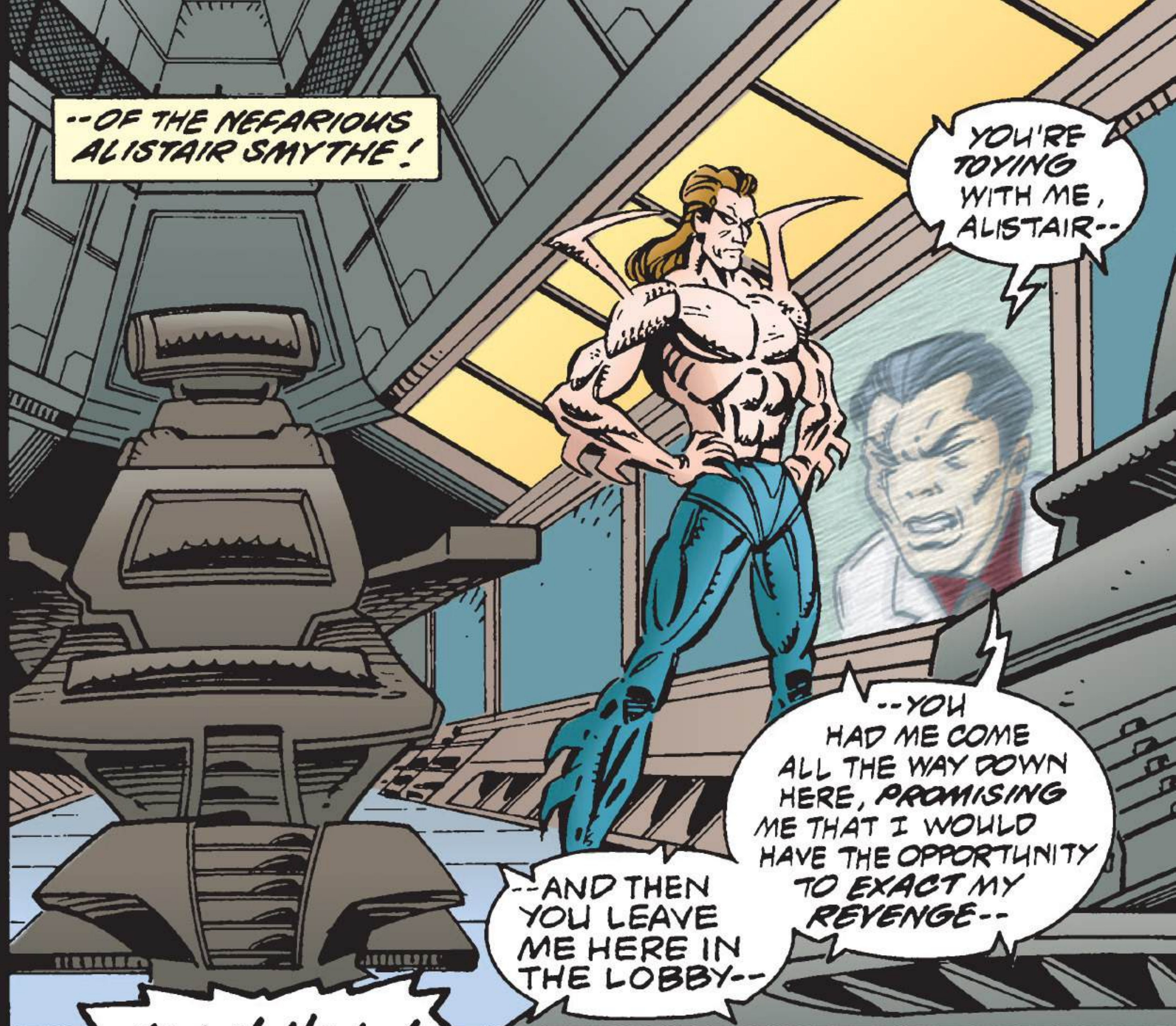
SO, REILLY KNOWS YIN... INTERESTING.





THE DARNELL BUILDING,
ON THE UPPER WEST SIDE--

ITS TOP FOUR FLOORS
CONTAINING THE TECHNICAL
LABORATORIES AND
HEADQUARTERS--



--OF THE NEFARIOUS
ALISTAIR SMYTHE!

YOU'RE
TOYING
WITH ME,
ALISTAIR--

--YOU
HAD ME COME
ALL THE WAY DOWN
HERE, PROMISING
ME THAT I WOULD
HAVE THE OPPORTUNITY
TO EXACT MY
REVENGE--

--AND THEN
YOU LEAVE
ME HERE IN
THE LOBBY--

HAHAHAHAHA!

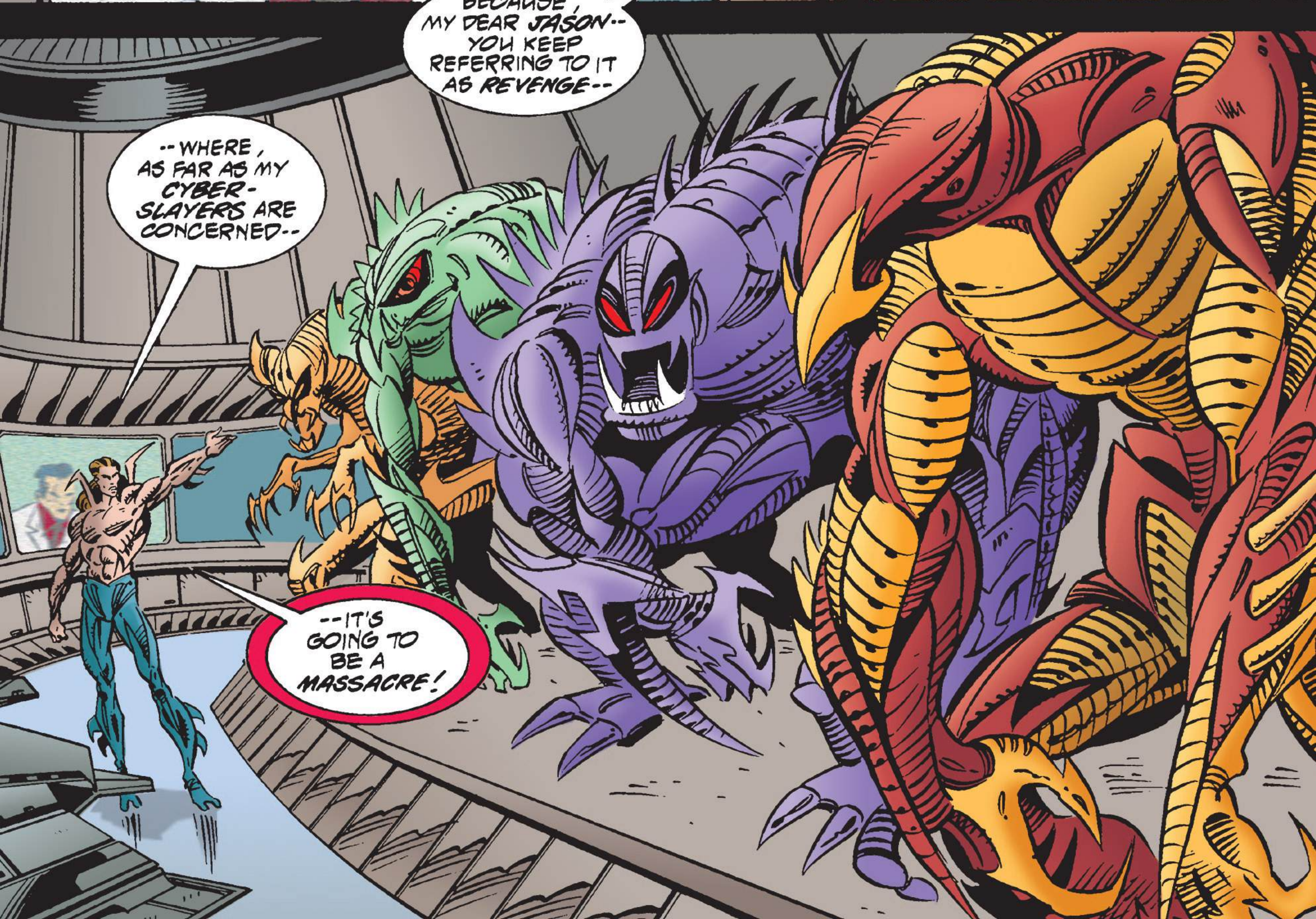


WHAT?

WHY
DO YOU
LAUGH?

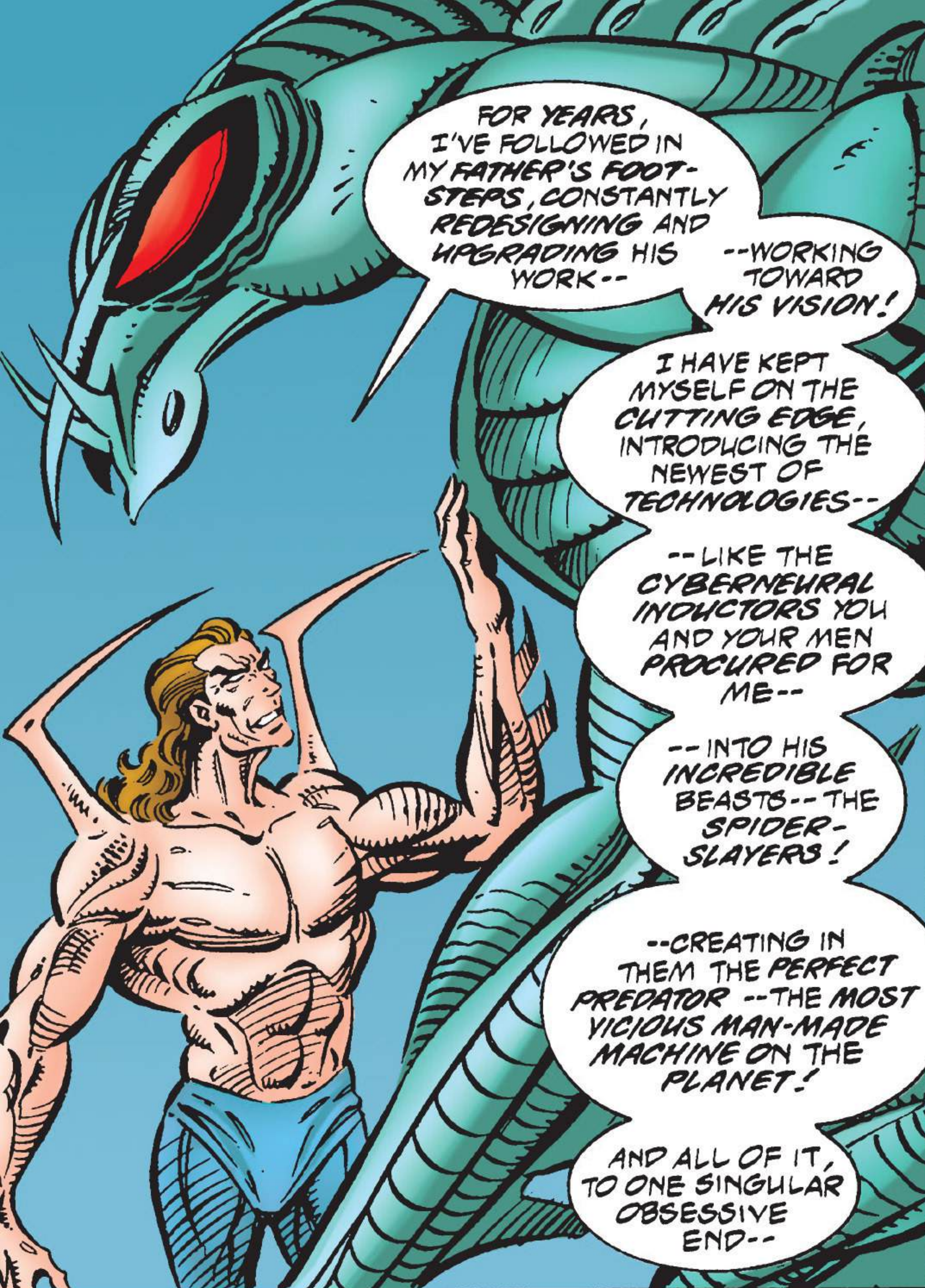


BECAUSE,
MY DEAR JASON--
YOU KEEP
REFERRING TO IT
AS REVENGE--



--WHERE,
AS FAR AS MY
CYBER-
SLAYERS ARE
CONCERNED--

--IT'S
GOING TO
BE A
MASSACRE!



FOR YEARS, I'VE FOLLOWED IN MY FATHER'S FOOT-
STEPS, CONSTANTLY
REDESIGNING AND
UPGRADING HIS
WORK--

--WORKING
TOWARD
HIS VISION!

I HAVE KEPT
MYSELF ON THE
CUTTING EDGE,
INTRODUCING THE
NEWEST OF
TECHNOLOGIES--

--LIKE THE
CYBERNEURAL
INDUCTORS YOU
AND YOUR MEN
PROCURED FOR
ME--

--INTO HIS
INCREDIBLE
BEASTS-- THE
SPIDER-
SLAYERS!

--CREATING IN
THEM THE PERFECT
PREDATOR --THE MOST
VICIOUS MAN-MADE
MACHINE ON THE
PLANET!

AND ALL OF IT,
TO ONE SINGULAR
OBSESSIVE
END--

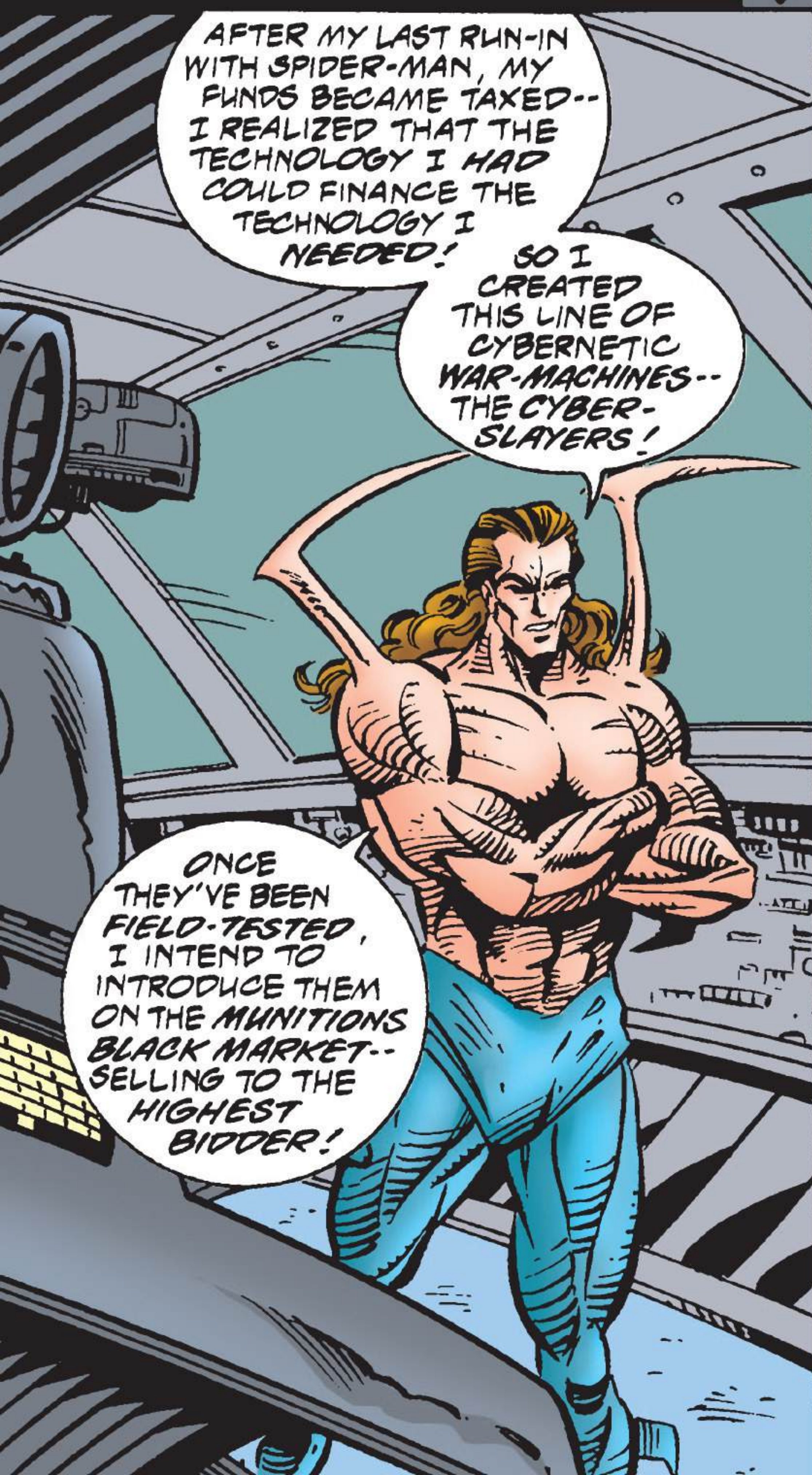


--TO UTTERLY
CRUSH
SPIDER-MAN!

THIS IS MY
FATHER'S LEGACY--
MY BIRTHRIGHT--
AN OPPRESSIVE
HATRED OF THAT
CURSED
ARACHNID!

I WENT SO
FAR AS TO ALTER
MY OWN BODY
IN AN ATTEMPT
TO DESTROY
THAT WEB-
SLINGER...!*

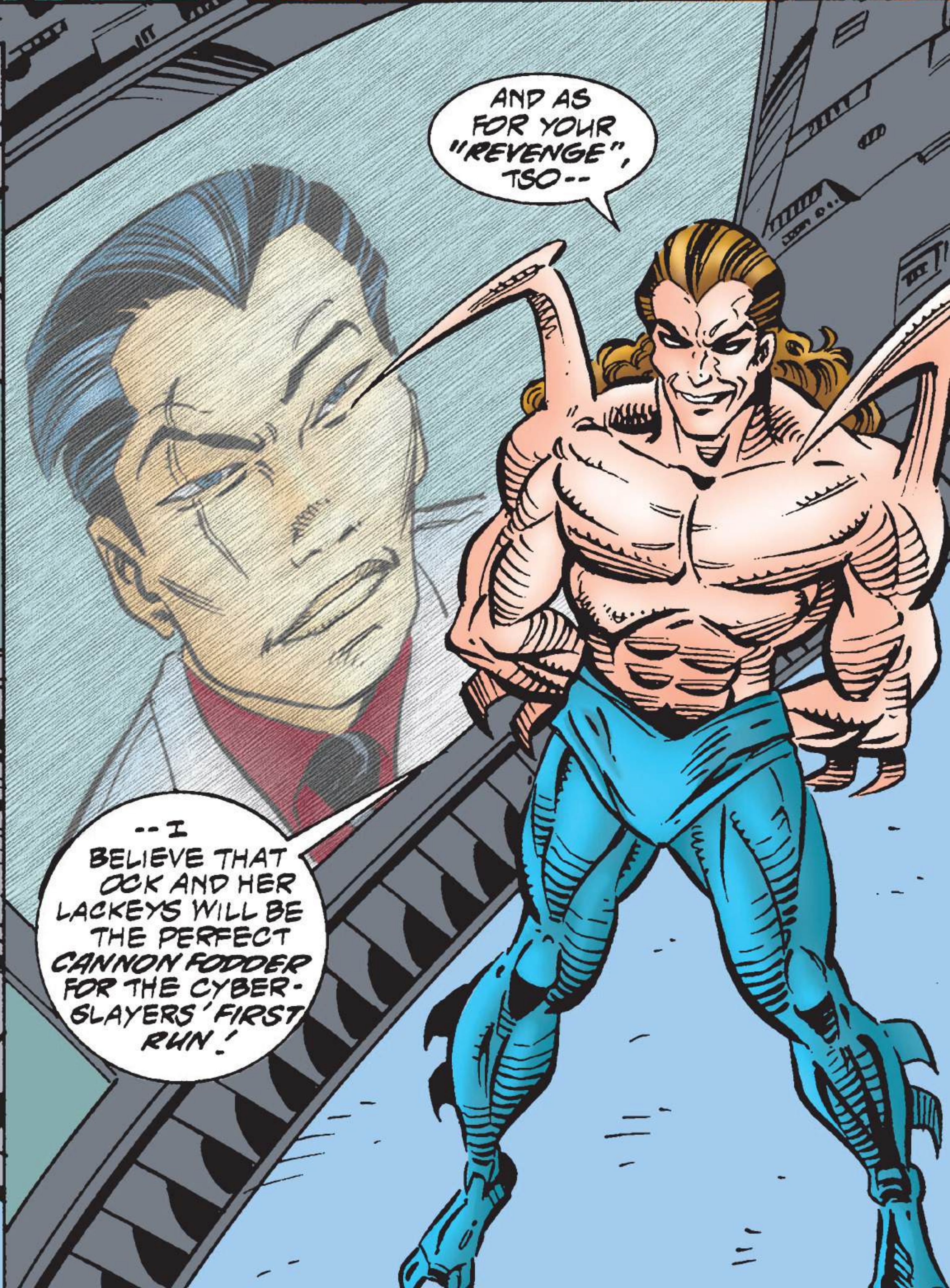
* SEE AMAZING SPIDER
MAN #'S 368-373.--ERIC



AFTER MY LAST RUN-IN
WITH SPIDER-MAN, MY
FUNDS BECAME TAXED--
I REALIZED THAT THE
TECHNOLOGY I HAD
COULD FINANCE THE
TECHNOLOGY I
NEEDED!

SO I
CREATED
THIS LINE OF
CYBERNETIC
WAR-MACHINES--
THE CYBER-
SLAYERS!

ONCE
THEY'VE BEEN
FIELD-TESTED,
I INTEND TO
INTRODUCE THEM
ON THE MUNITIONS
BLACK MARKET--
SELLING TO THE
HIGHEST
BIDDER!



AND AS
FOR YOUR
"REVENGE",
TSO--

--I
BELIEVE THAT
OOK AND HER
LACKEYS WILL BE
THE PERFECT
CANNON FODDER
FOR THE CYBER-
SLAYERS' FIRST
RUN!

THE HEADQUARTERS AND
CYBERNETIC RESEARCH
COMPLEX OF THE CURRENTLY
SEETHING--

--DOCTOR
OCTOPUS!

SHOOM!

THOSE
CYBERNEURAL
INDUCTORS ARE
VITAL TO THE
COMPLETION OF THE
VIRTUAL REALITY
WAVE GENERATOR!
YOU WERE GIVEN
THAT CYBERNETIC
APPARATUS FOR THE
SOLE PURPOSE
OF RETRIEVING
THOSE
COMPONENTS--

I
HAVE
TO HAVE
THOSE
CHIPS!

--AND I
WILL NOT
ABIDE SUCH
FAILURE!*

SPECTACULAR SCARLET SPIDER #1.--CYBER-ERIC

CAROLYN...?

YES ?

AND...

THERE IS A CALL
COMING IN
WHICH I AM
CERTAIN YOU
WILL WANT TO
TAKE.

...SITUATION HAS
GOTTEN ENTIRELY
OUT OF HAND. I'D
LIKE TO SUGGEST
A MEETING...
YES... OF COURSE...
NEUTRAL
GROUND...

MEANWHILE, BACK AT
THE CLUB NOIR--

REILLY, BEN
SECURITY
CHECK
RUNNING

AND AT THAT MOMENT,
IN CYBER-SPACE--

--A SUSPICIOUS
ORLANDO KANNOR
UTILIZES HIS
COMPUTER SKILLS--

FWINK

UH-OH! THIS
DOES NOT
BODE WELL!

--AN ALARMBYTE
REACTS TO KANNOR'S
INQUIRIES ON BEN--

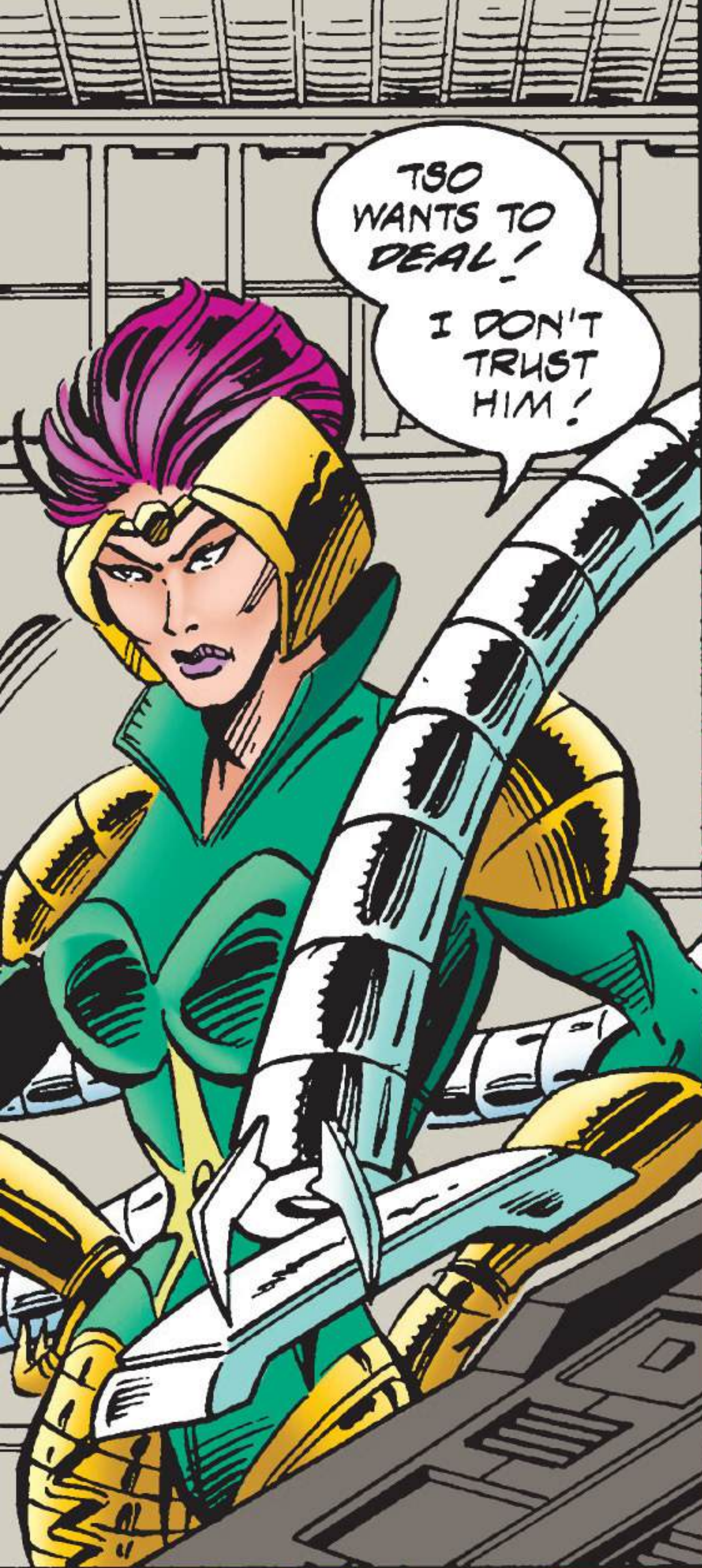
I HAD PROGRAMMED THIS BYTE
TO RESPOND SHOULD ANYONE
START DELVING INTO THE
INTERNET LOOKING FOR INFORM-
ATION ON BEN--

--MOSTLY BECAUSE--
BEN HAS NO HISTORY!
HE DOESN'T EXIST!

ALL THOSE YEARS ON THE
ROAD, BELIEVING HIMSELF
A CLONE, BEN COULDN'T GET
A DRIVER'S LICENSE OR A
SOCIAL SECURITY NUMBER.

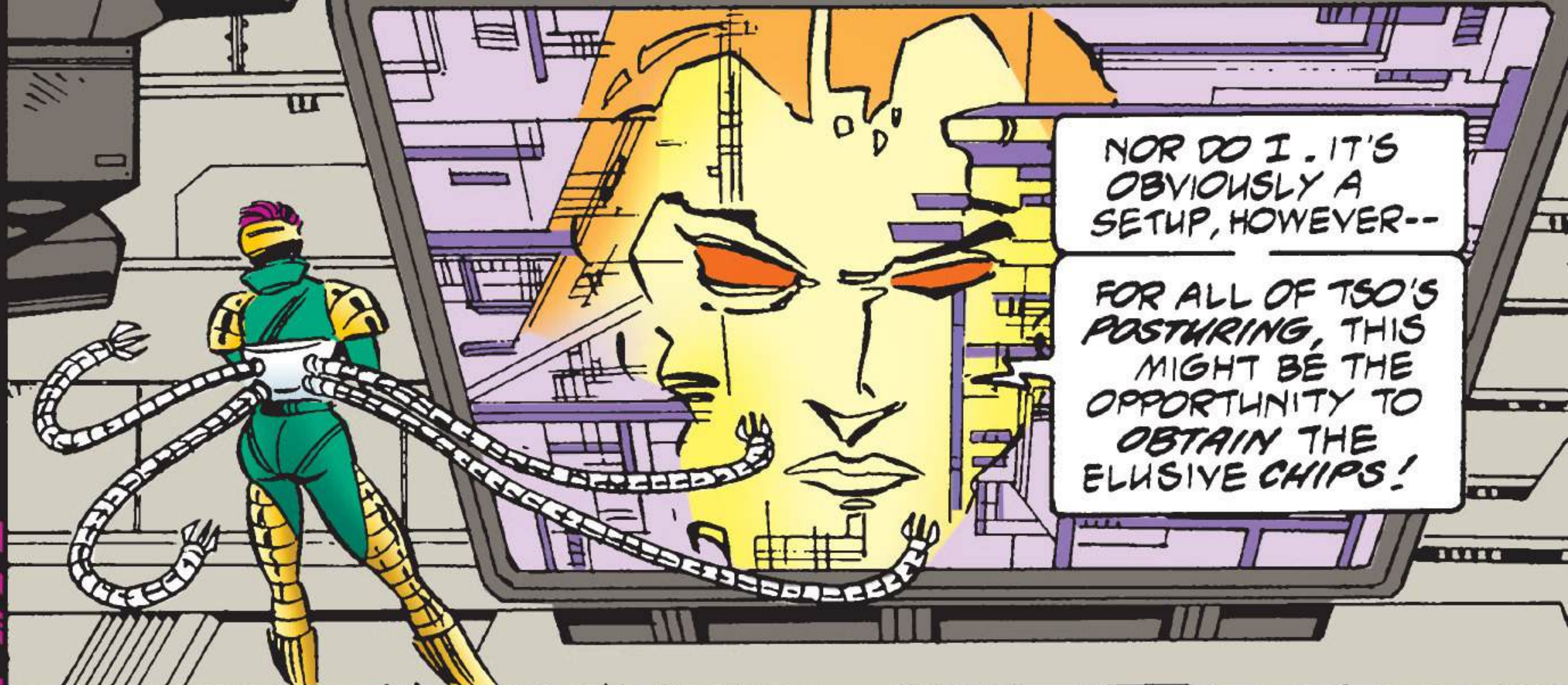
HE HAS NO RECORDS!
AND WITHOUT THEM,
TSO MIGHT THINK
THAT HE'S A COP...
OR WORSE!

TIME TO SEE IF THIS
CYBER-PUNK CAN
DO A LITTLE DATA-
CHANNELING FOR
OUR SIDE...!



TSO
WANTS TO
DEAL!

I DON'T
TRUST
HIM!

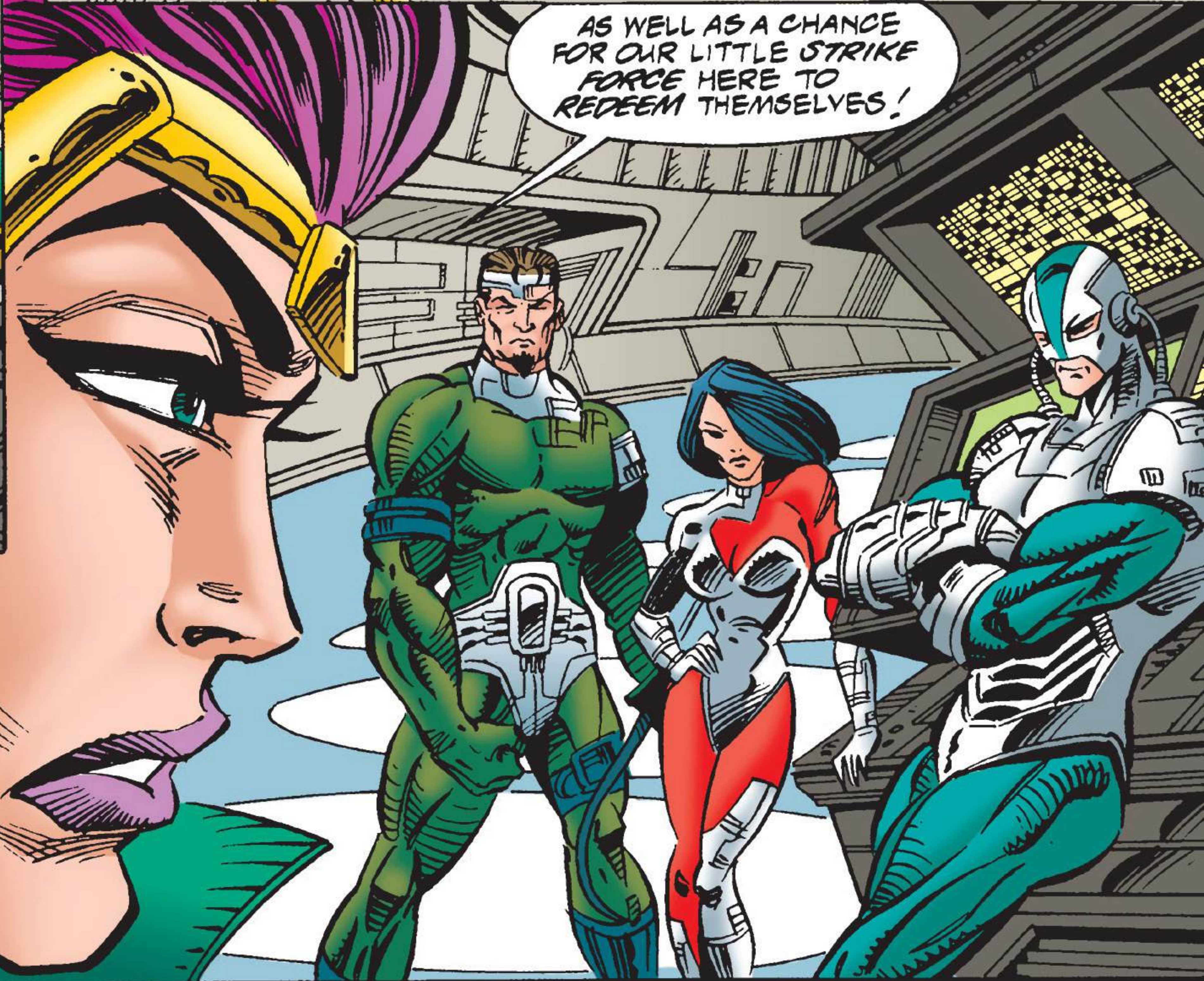


NOR DO I. IT'S
OBVIOUSLY A
SETUP, HOWEVER--

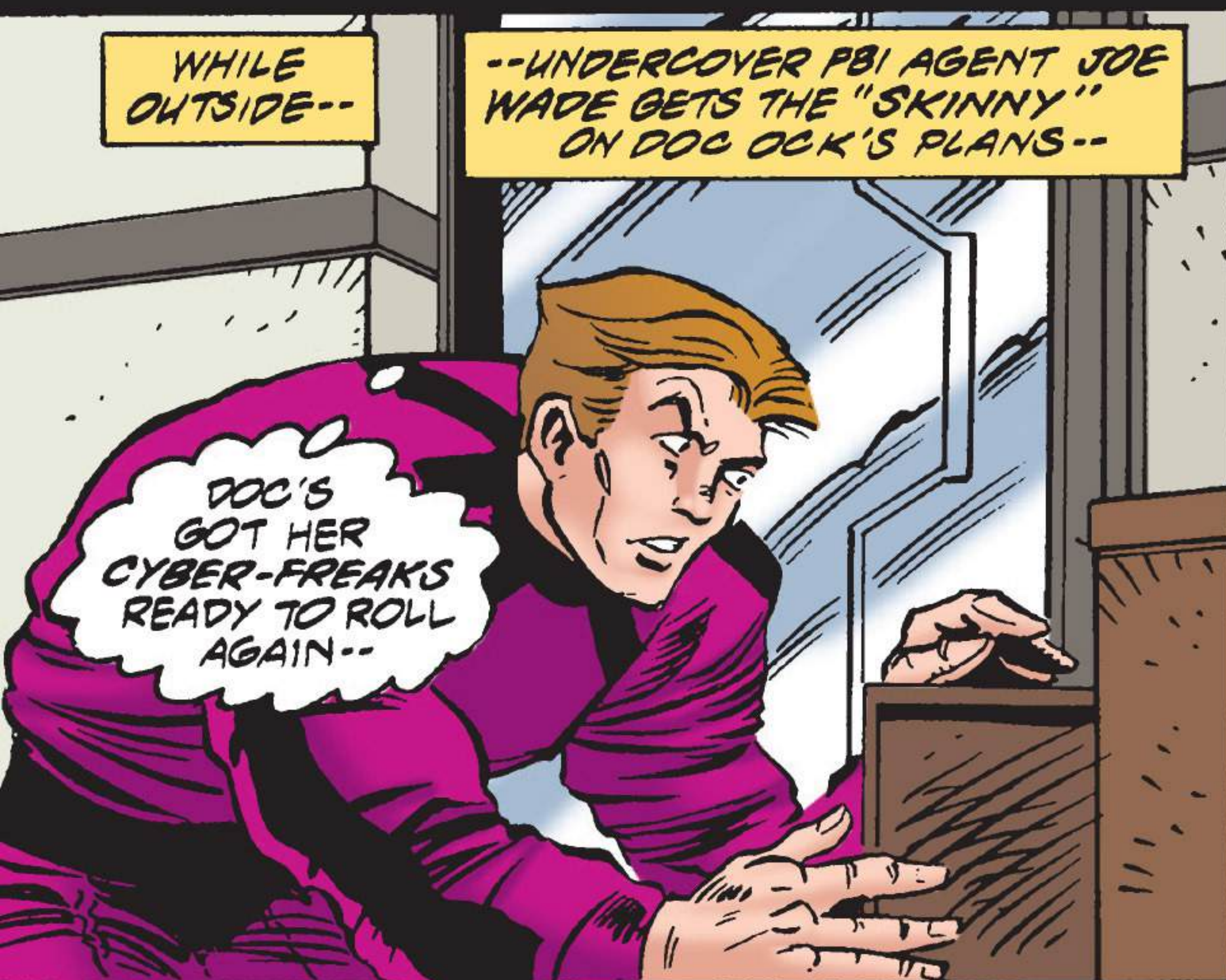
FOR ALL OF TSO'S
POSTURING, THIS
MIGHT BE THE
OPPORTUNITY TO
OBTAIN THE
ELUSIVE CHIPS!



THIS
IS HOW
WE DO
THIS...



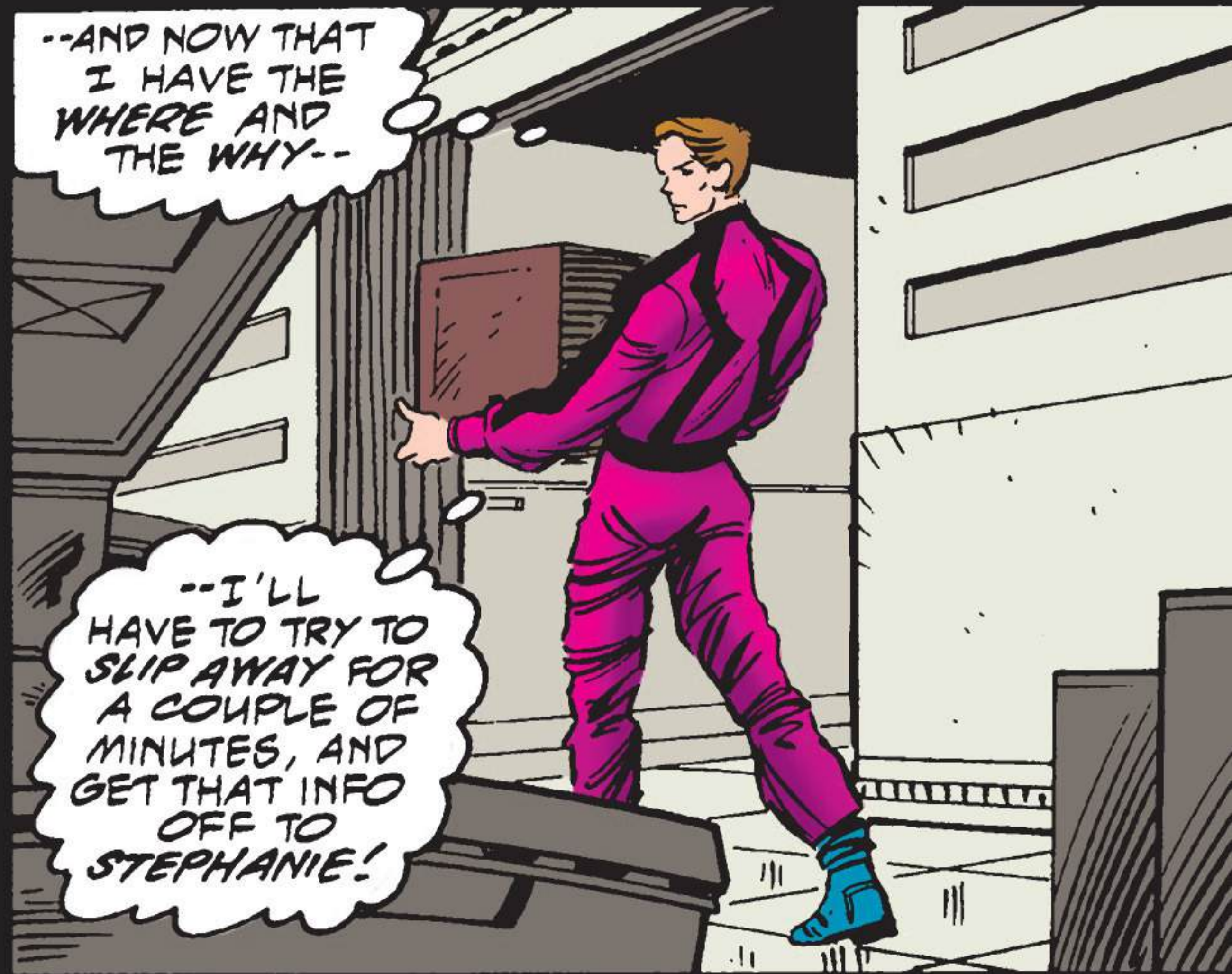
AS WELL AS A CHANCE
FOR OUR LITTLE STRIKE
FORCE HERE TO
REDEEM THEMSELVES!



WHILE
OUTSIDE--

--UNDERCOVER FBI AGENT JOE
WADE GETS THE "SKINNY"
ON DOC OCK'S PLANS--

DOC'S
GOT HER
CYBER-FREAKS
READY TO ROLL
AGAIN--



--AND NOW THAT
I HAVE THE
WHERE AND
THE WHY--

--I'LL
HAVE TO TRY TO
SLIP AWAY FOR
A COUPLE OF
MINUTES, AND
GET THAT INFO
OFF TO
STEPHANIE!

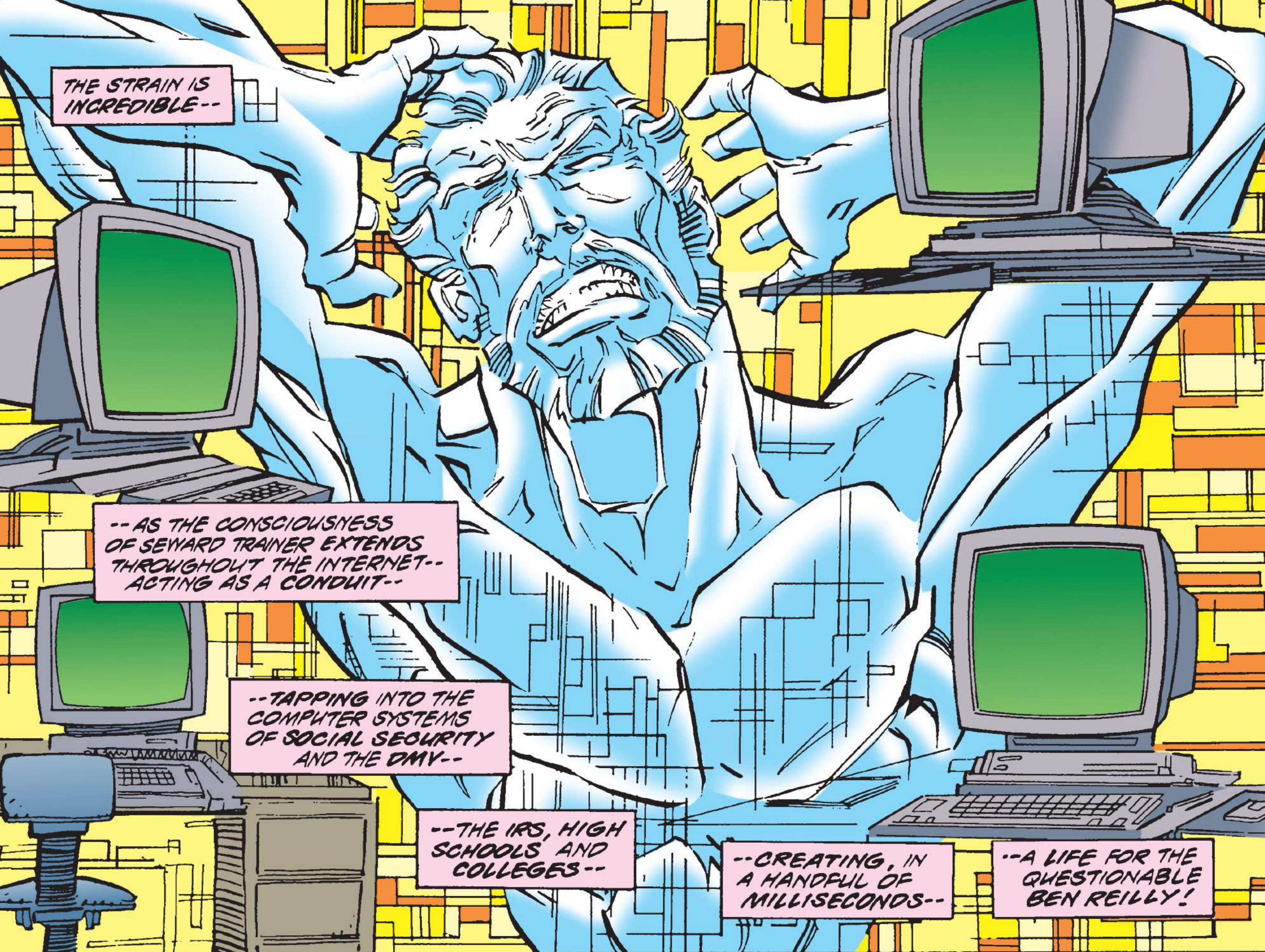


EXIT

HEY, WHERE'S
HE GOING...?
BUT, MORE
IMPORTANTLY--



--WOULD
DOC LIKE
TO KNOW?



THE STRAIN IS INCREDIBLE--

-- AS THE CONSCIOUSNESS OF SEWARD TRAINER EXTENDS THROUGHOUT THE INTERNET-- ACTING AS A CONDUIT--

-- TAPPING INTO THE COMPUTER SYSTEMS OF SOCIAL SECURITY AND THE DMV--

-- THE IRS, HIGH SCHOOLS AND COLLEGES --

-- CREATING, IN A HANDFUL OF MILLISECONDS--

-- A LIFE FOR THE QUESTIONABLE BEN REILLY!

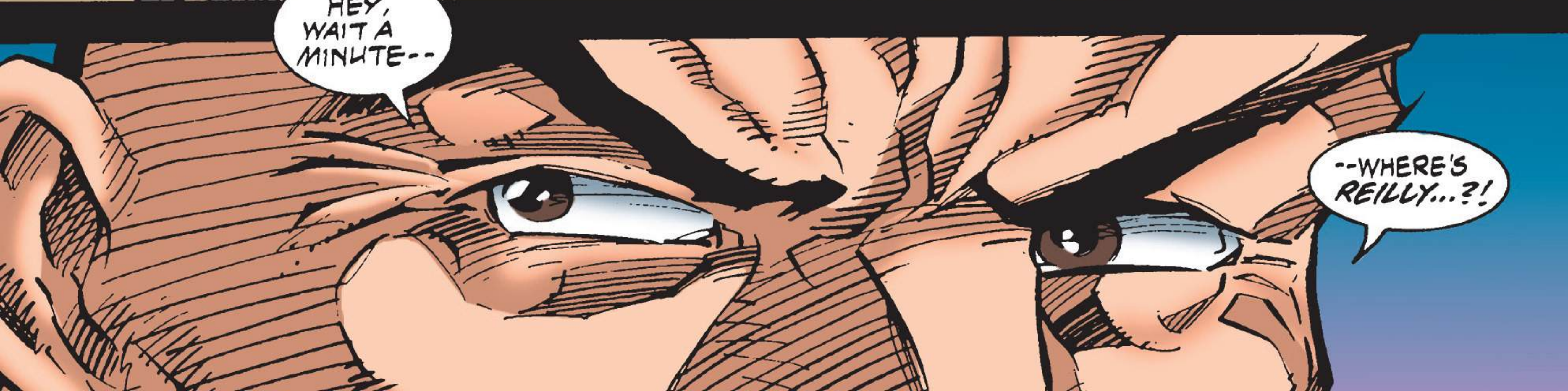


AND...



SO REILLY CHECKS OUT OKAY... AVERAGE GUY... NO CRIMINAL RECORD... NOT A COP...

SO WHAT'S A "STRAIGHT ARROW" LIKE THIS DOING HOOKING UP WITH A GUY LIKE TSO...?





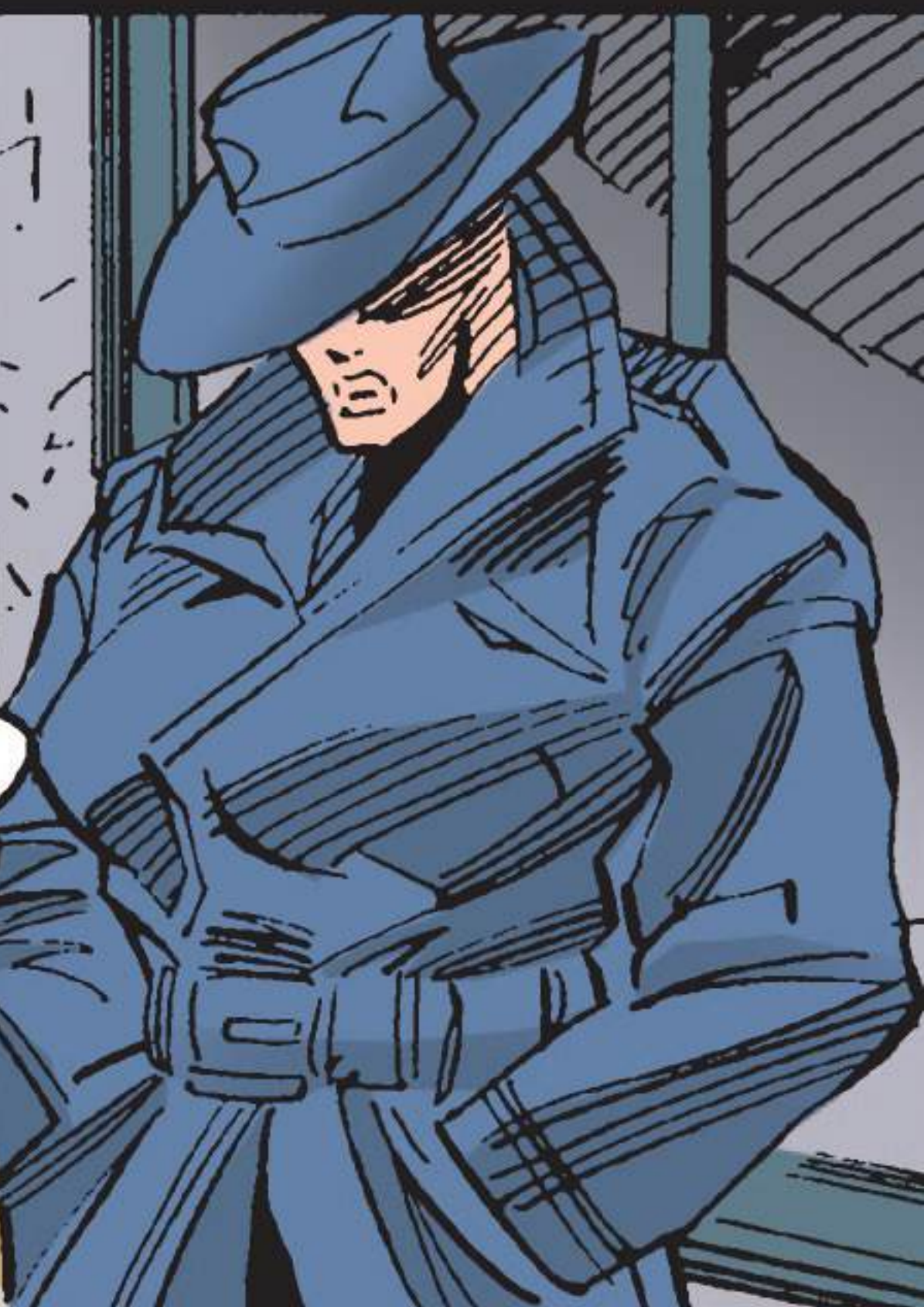
THIS PROVES THAT TSO IS INSANE.
THE CHILDREN'S ZOO?!



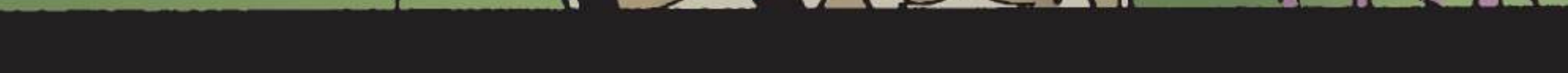
WHEN SEWARD CONTACTED ME ABOUT THE MEET, I ALMOST DIDN'T BELIEVE HIM!



BUT THERE ARE TOO MANY INNOCENT PEOPLE HERE TO--
THERE! THAT'S GOTTA BE OCK!



THAT'S IT, DOC! IT ENDS RIGHT HERE! I CAN'T BELIEVE YOU'D--



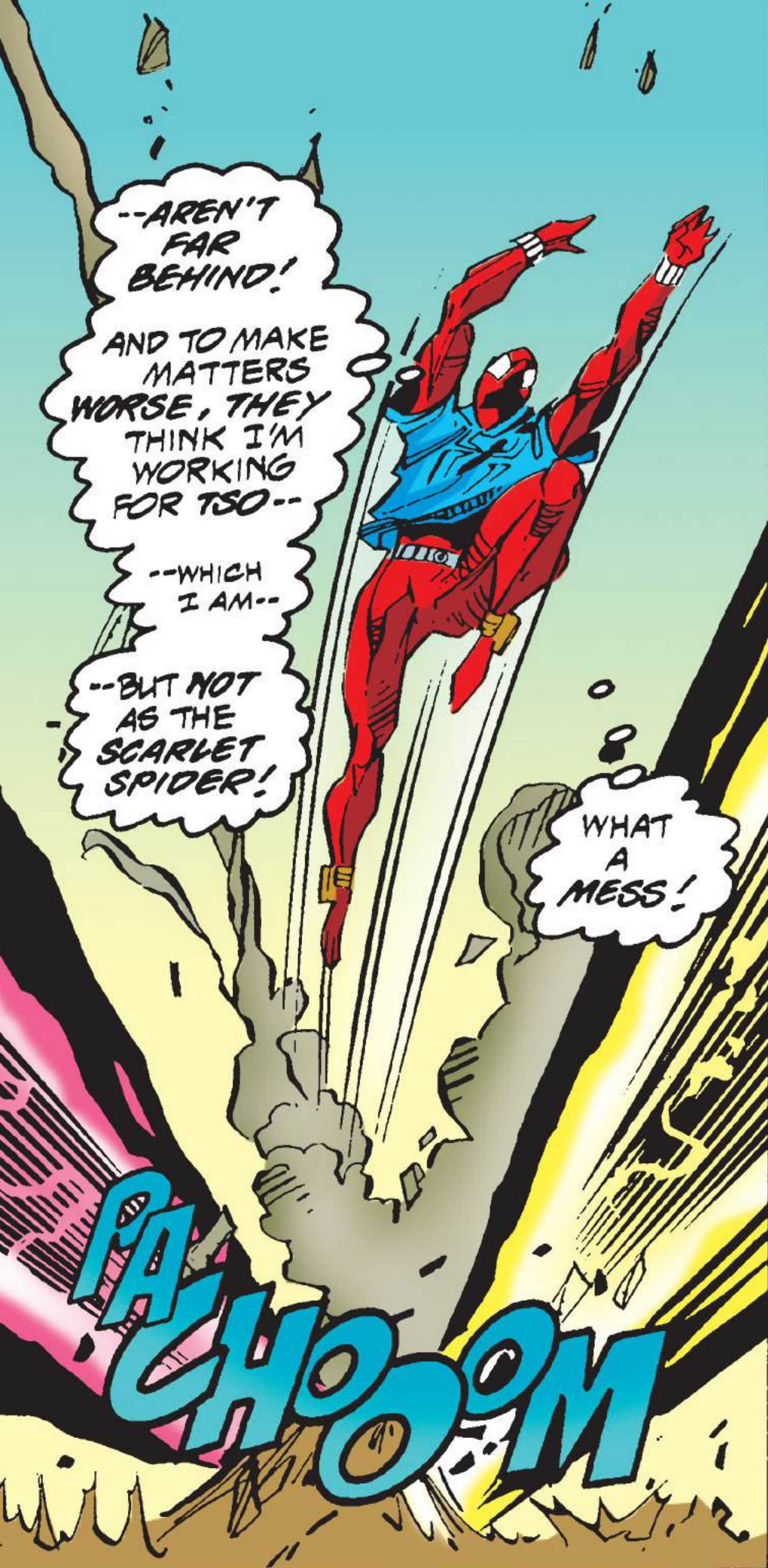
HELLO, SPIDER! I WASN'T CERTAIN LAST TIME WE MET IF YOU WERE TSO'S HIRED MUSCLE OR NOT--

--NOW I KNOW!

AHRA!



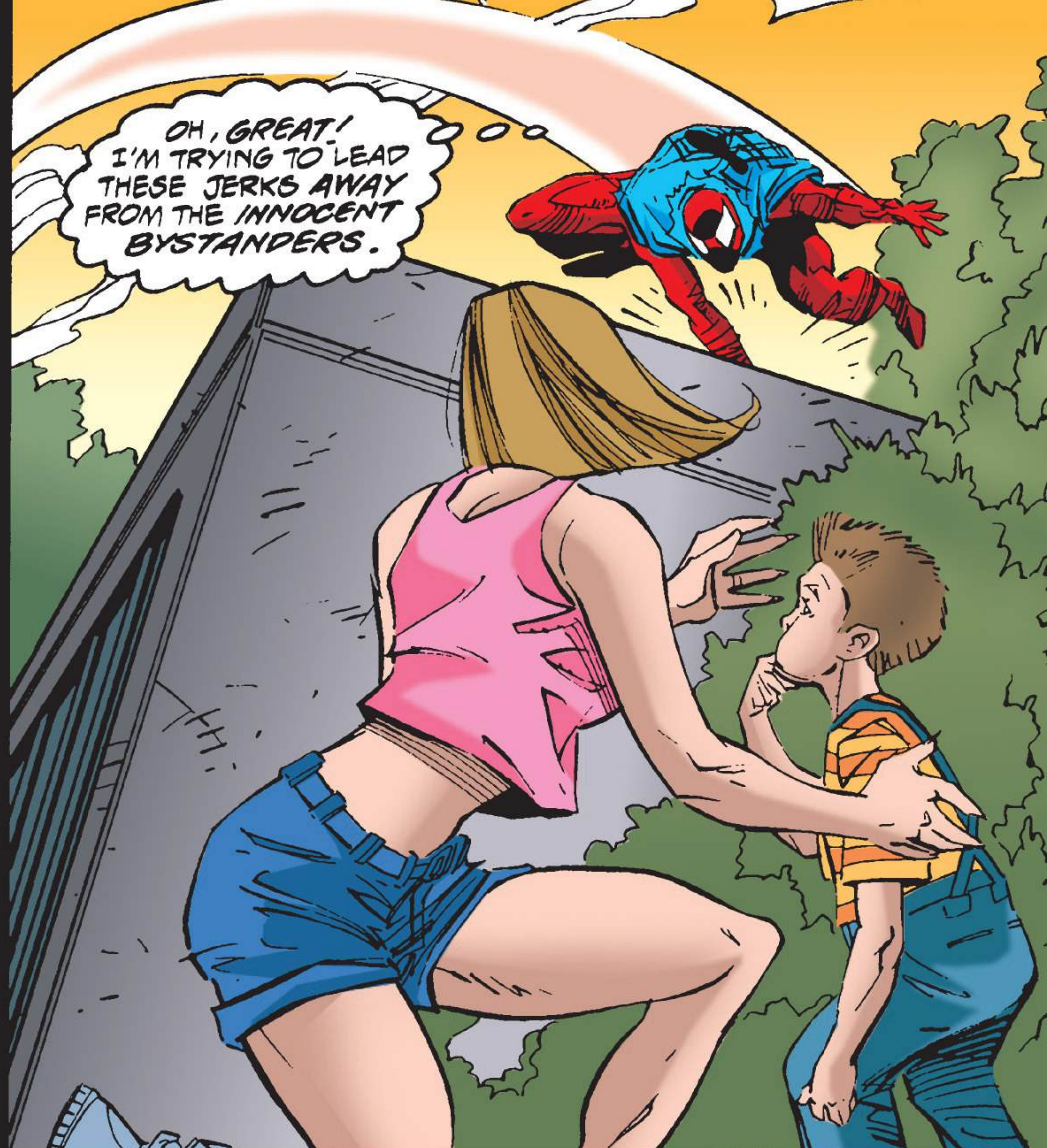
AND ACCORDING TO MY SPIDER-SENSE, HER FRIENDS--



--AREN'T FAR BEHIND!
AND TO MAKE MATTERS WORSE, THEY THINK I'M WORKING FOR TSO--
--WHICH I AM--
--BUT NOT AS THE SCARLET SPIDER!

WHAT A MESS!

PA-CHOOOM



OH, GREAT! I'M TRYING TO LEAD THESE JERKS AWAY FROM THE INNOCENT BYSTANDERS.



OVERRIDE! LOOTER! HE'S UP ON THE MONKEY HOUSE!



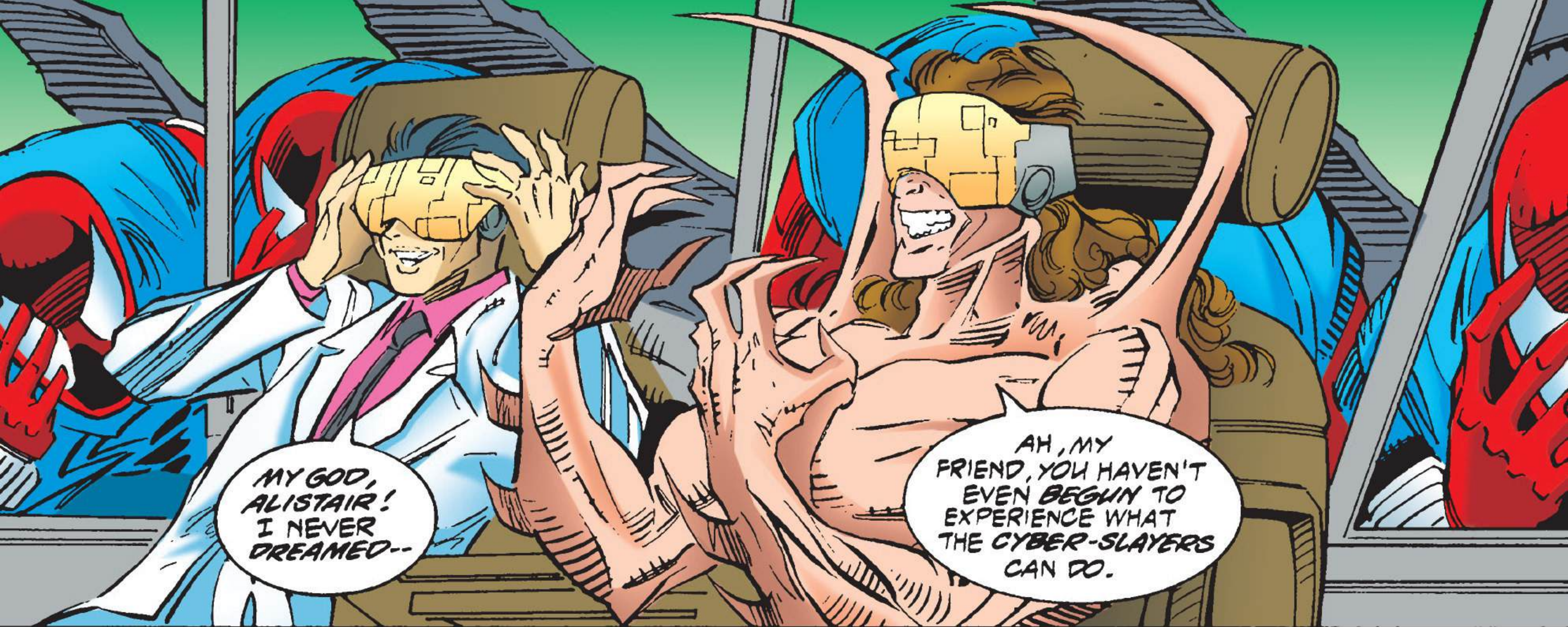
--BUT EVERYWHERE I TURN THERE'S MORE PEOP--



WHOA! AURA'S FORCE-BLAST!

ZUMM

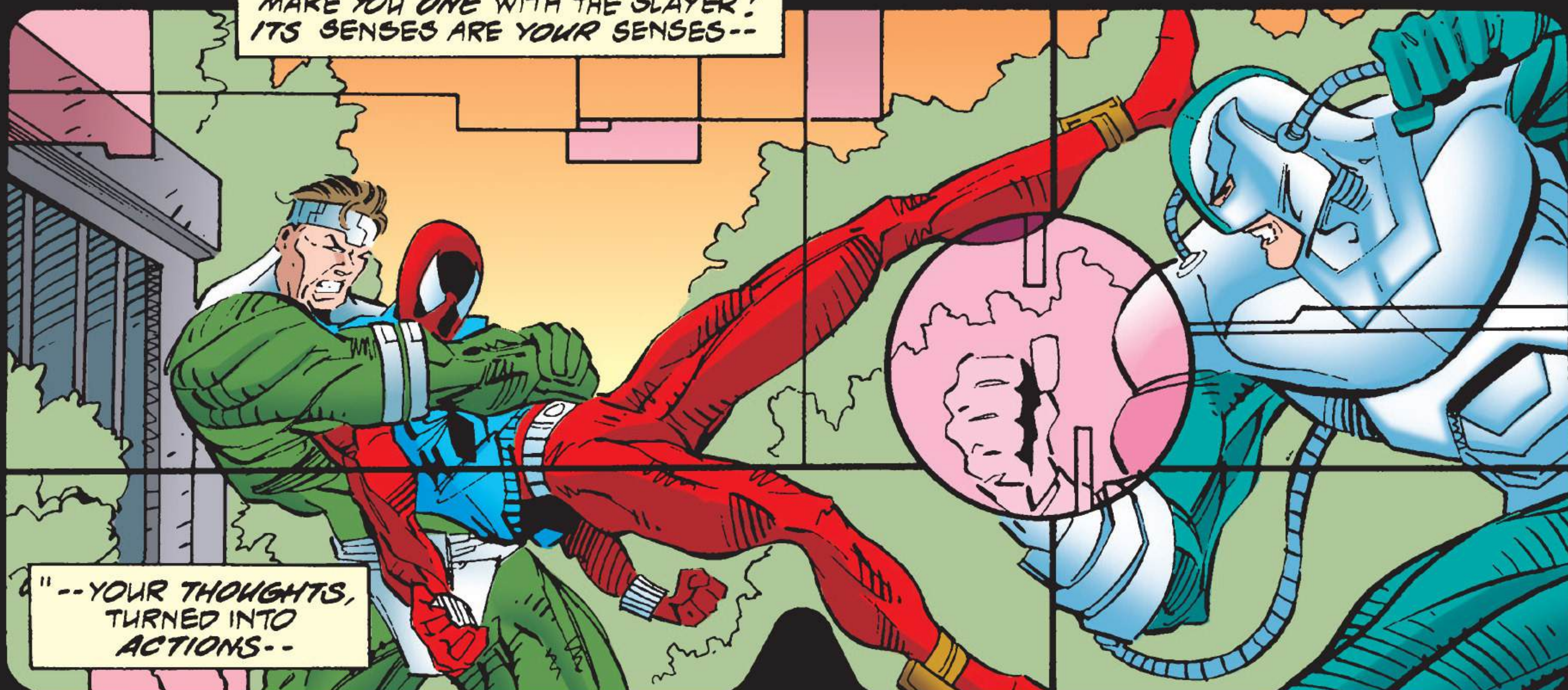
KROWW



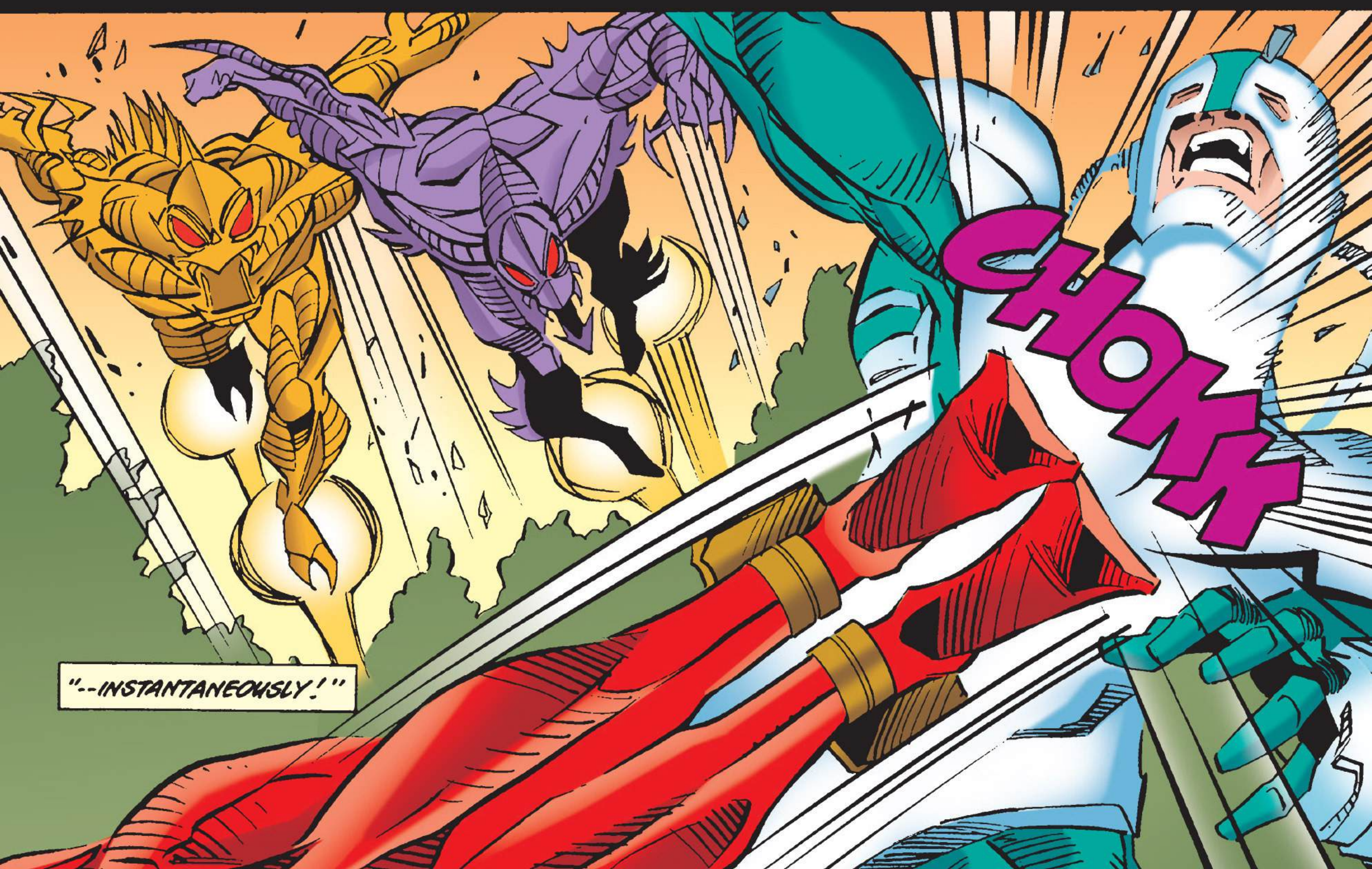
MY GOD, ALISTAIR!
I NEVER DREAMED--

AH, MY FRIEND, YOU HAVEN'T EVEN BEGUN TO EXPERIENCE WHAT THE CYBER-SLAYERS CAN DO.

"THE CYBERNEURAL INDICATORS MAKE YOU ONE WITH THE SLAYER! ITS SENSES ARE YOUR SENSES--



--YOUR THOUGHTS, TURNED INTO ACTIONS--



--INSTANTANEOUSLY!"

CHOK



WHAT THE---?

URGH!

SLAM

AFTER THE DEBACLE IN THE CLUB THE OTHER NIGHT, OCK'S MEN BELIEVE THAT THIS SCARLET SPIDER IS ON OUR SIDE--

-- WE SHOULD FIND A WAY TO USE THAT TO OUR ADVANTAGE!



ALLY MYSELF WITH A SPIDER?

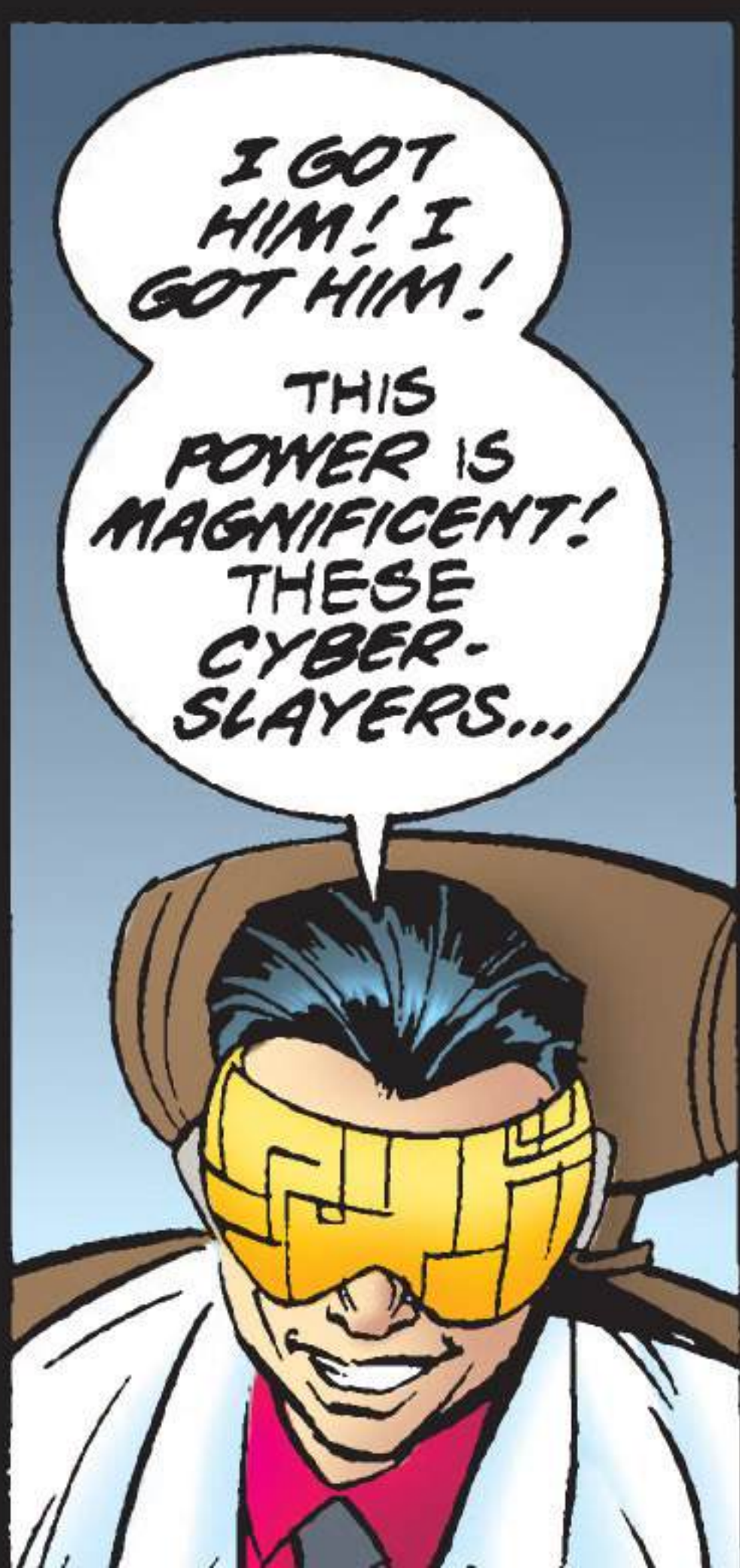


AFTER ALL I'VE DEVOTED MY LIFE TO?

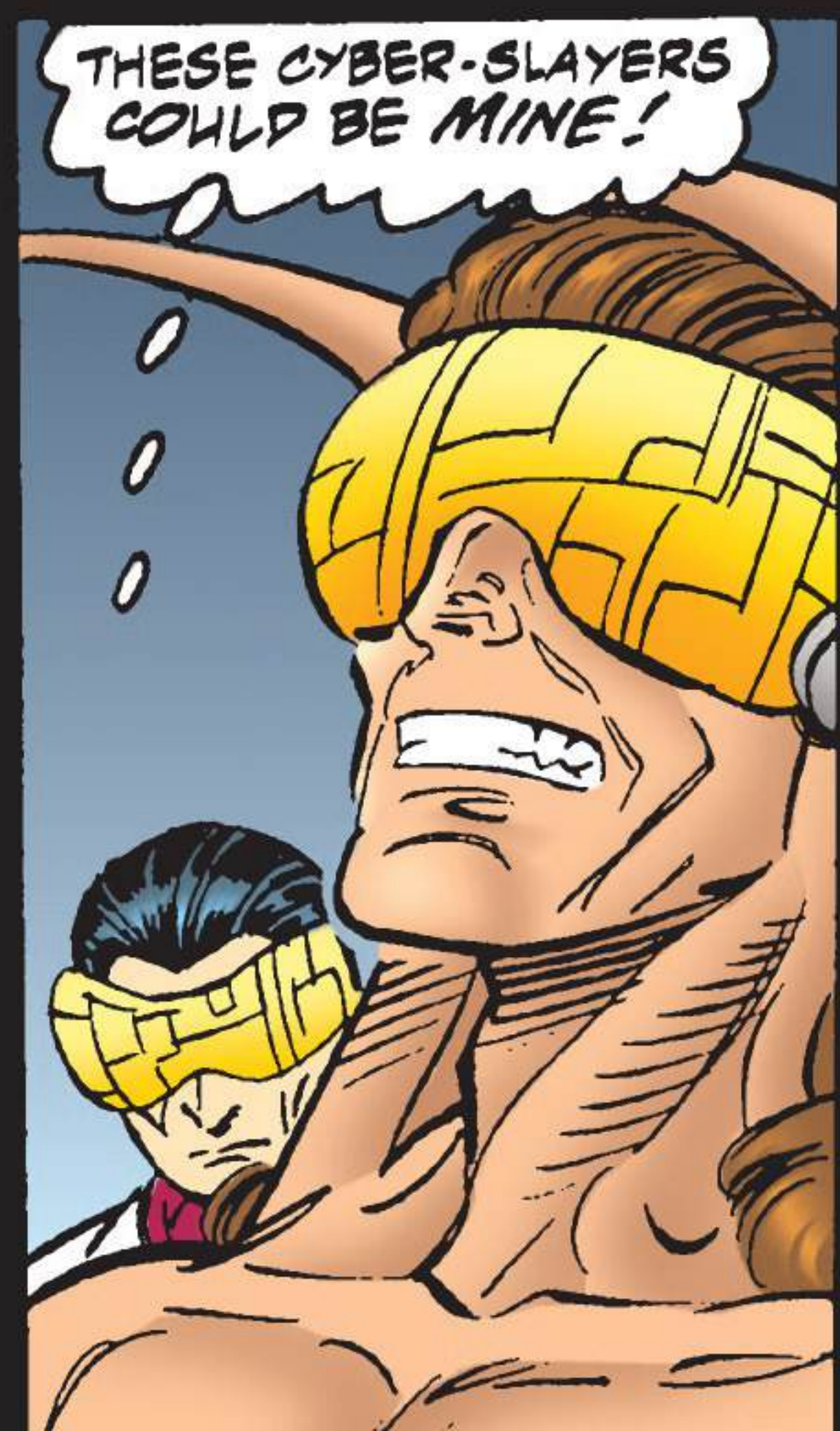


GAHH!

SMASH



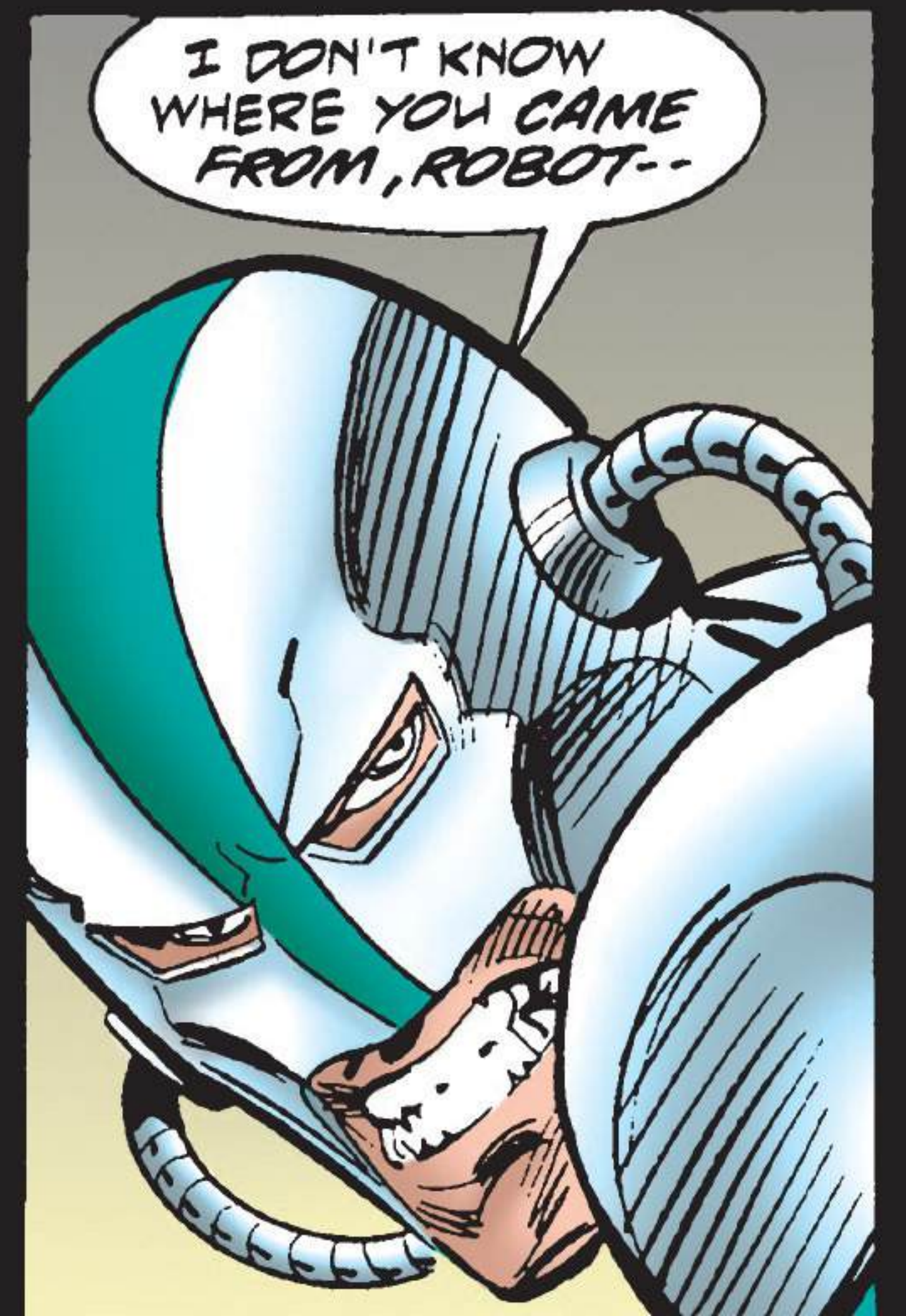
I GOT HIM! I GOT HIM!
THIS POWER IS MAGNIFICENT! THESE CYBER-SLAYERS...



THESE CYBER-SLAYERS COULD BE MINE!



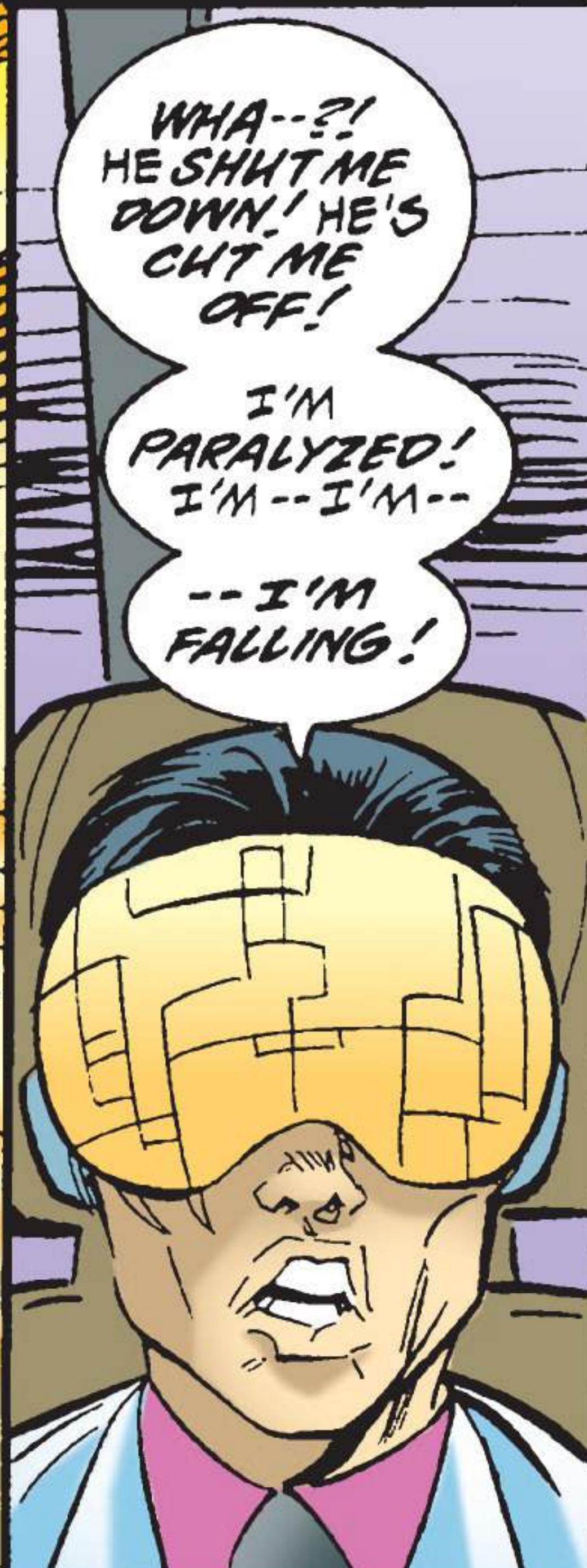
HOW DIFFICULT WOULD IT BE TO TURN ONE OF THESE BEASTS AGAINST SMYTHE--KILL HIM...?



I DON'T KNOW WHERE YOU CAME FROM, ROBOT--



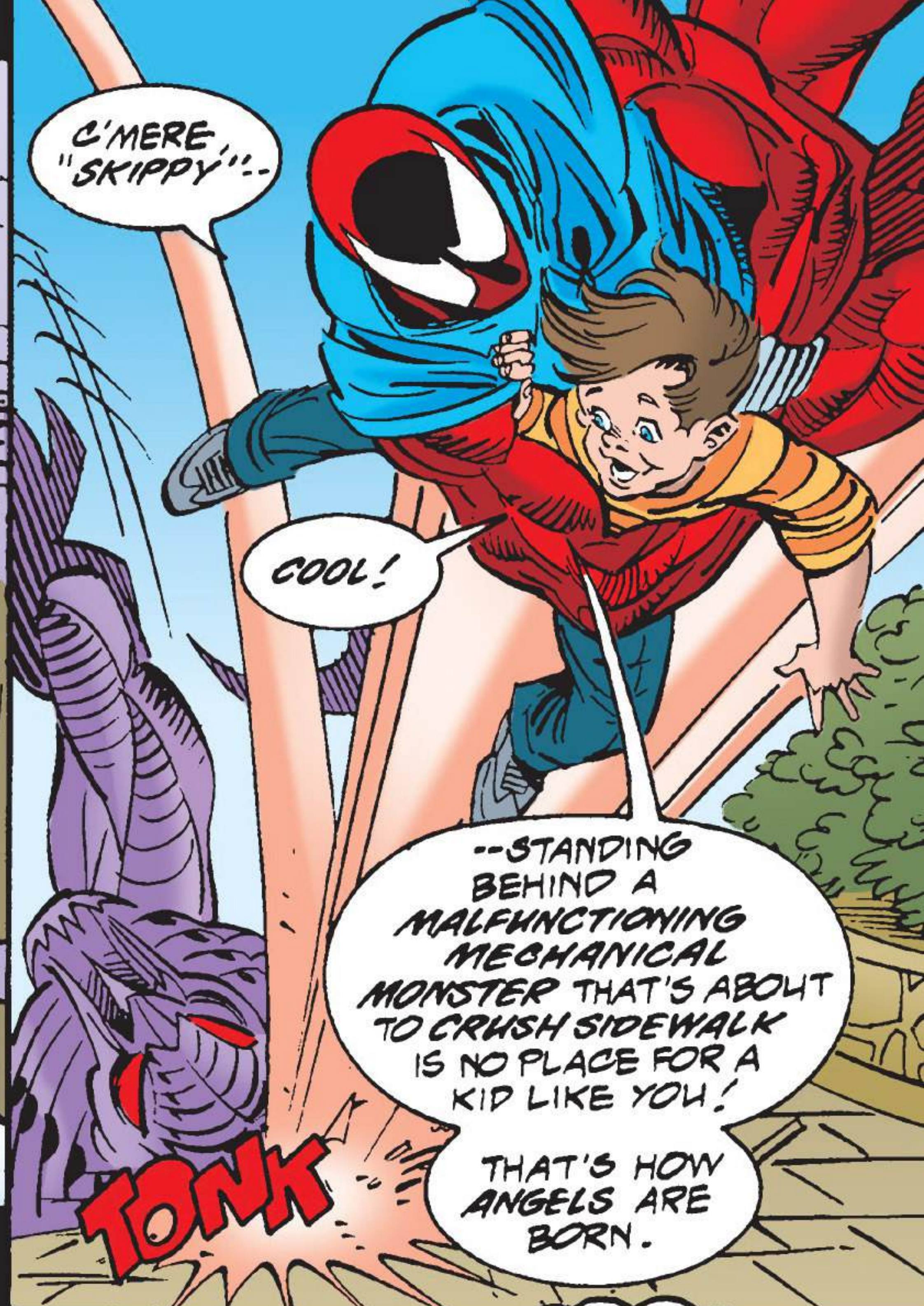
-- BUT
YOU'VE PUT ME
IN A MIND--TO
OVERRIDE!



WHA--?!
HE SHHT ME
DOWN! HE'S
CHT ME
OFF!

I'M
PARALYZED!
I'M--I'M--

-- I'M
FALLING!



C'MERE
"SKIPPY"--

COOL!

--STANDING
BEHIND A
MALFUNCTIONING
MECHANICAL
MONSTER THAT'S ABOUT
TO CRUSH SIDEWALK
IS NO PLACE FOR A
KID LIKE YOU!

THAT'S HOW
ANGELS ARE
BORN.



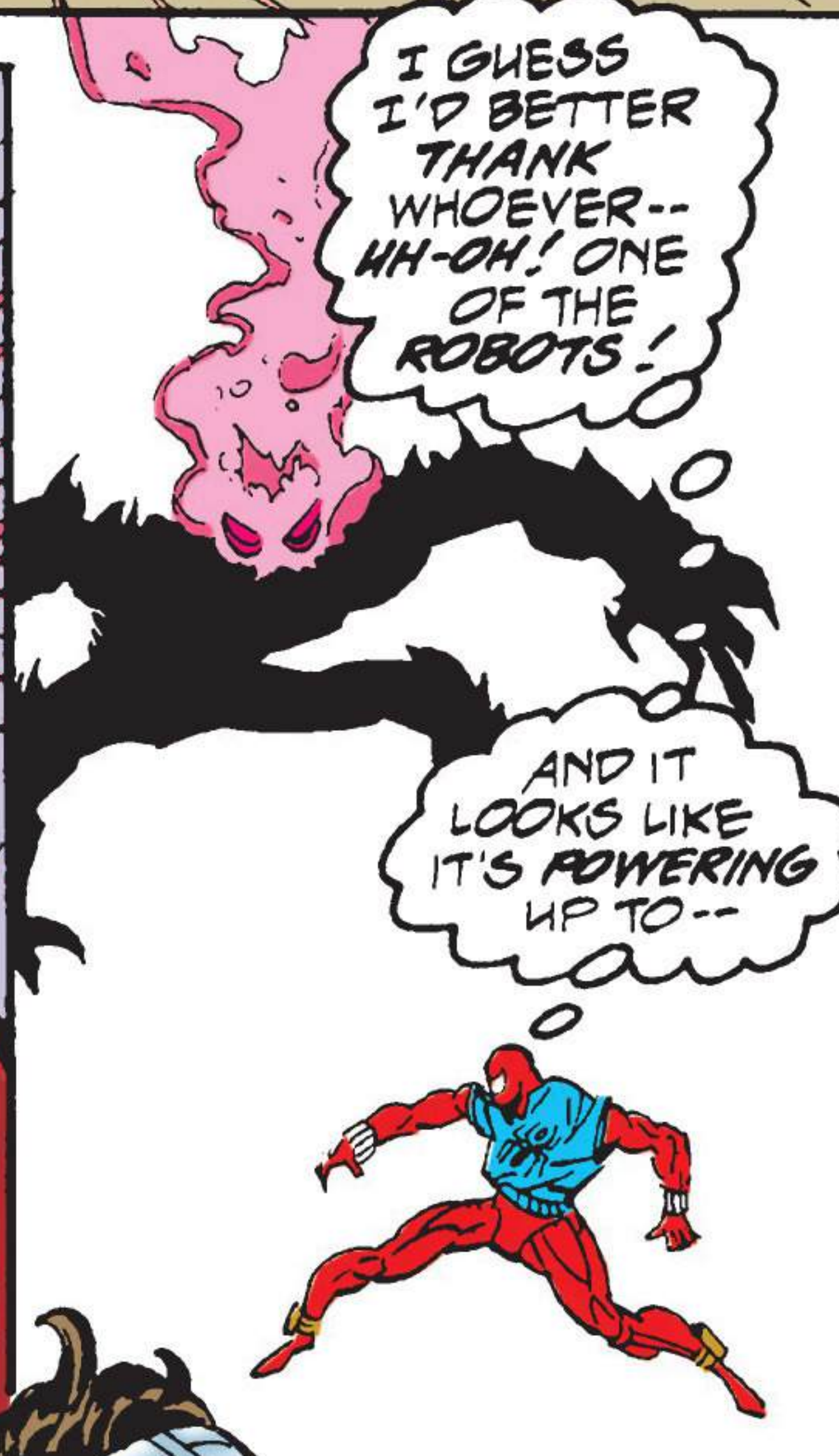
NOW TO TAKE OUT
OVERRIDE,
AND--



WNGH! AURA'S CAUGHT
ME IN HER FORCE
FIELD!



SHRAK



I GUESS
I'D BETTER
THANK
WHOEVER--
HH-OH! ONE
OF THE
ROBOTS!

AND IT
LOOKS LIKE
IT'S POWERING
UP TO--

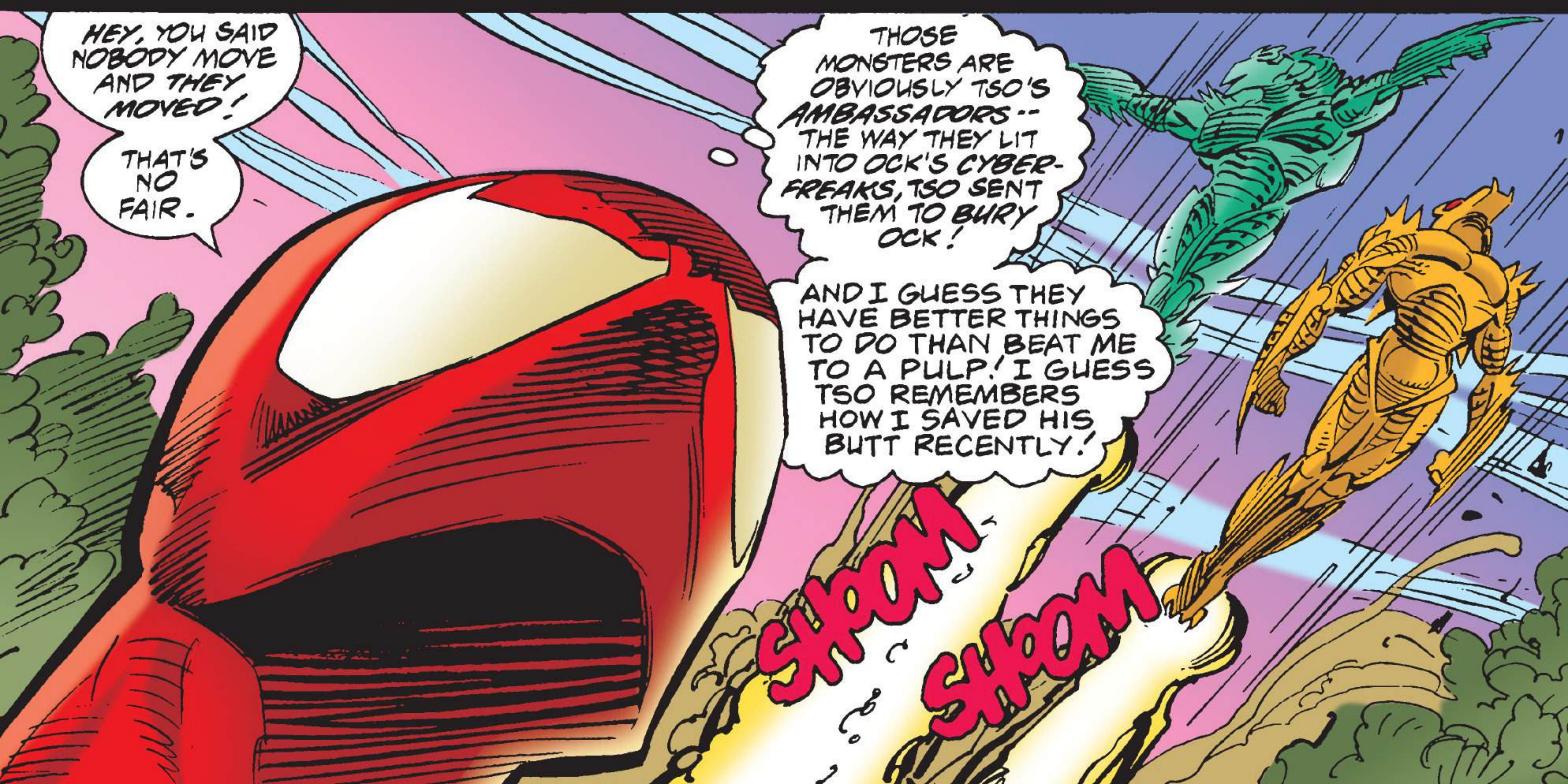


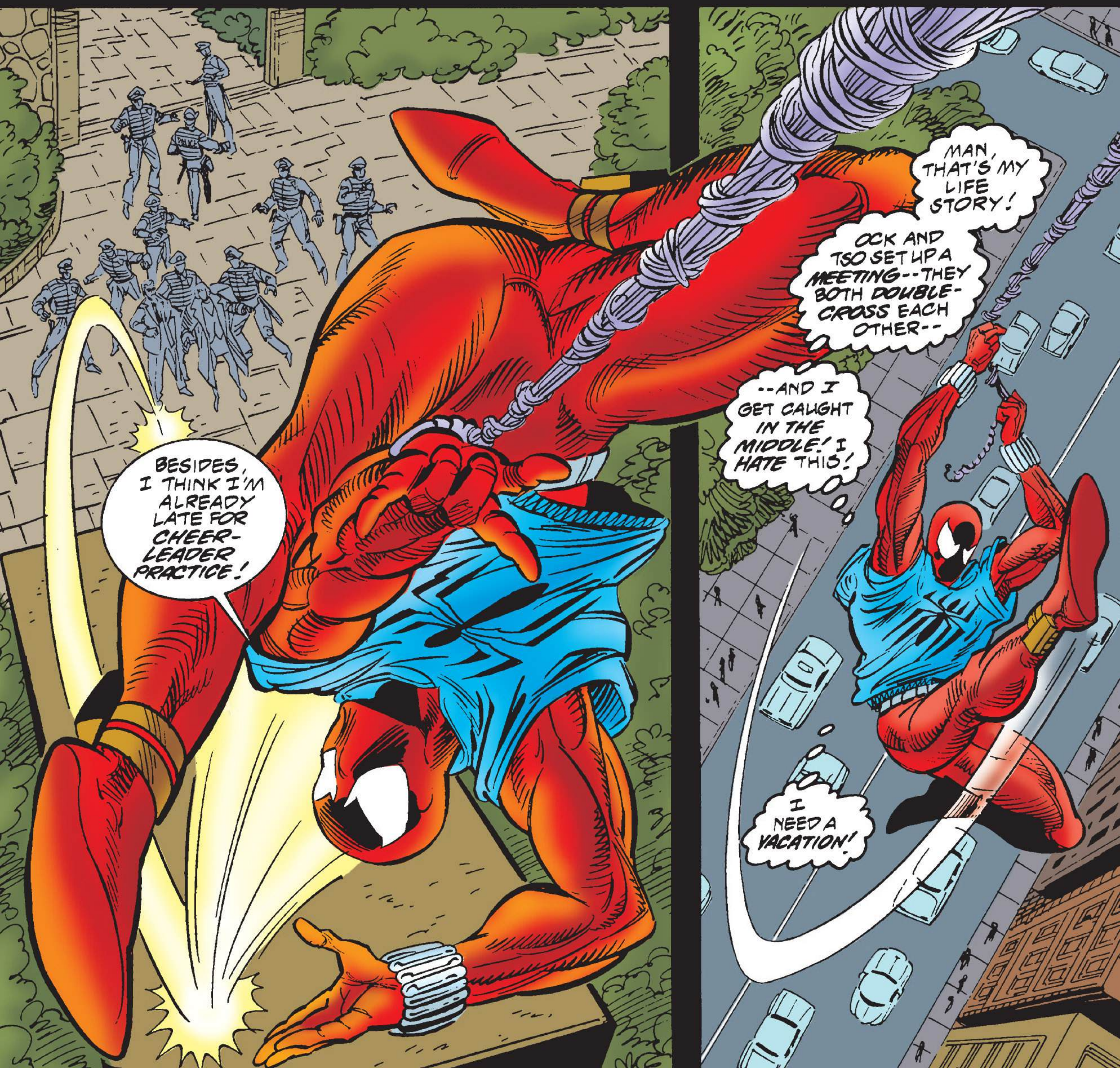
SHRAK

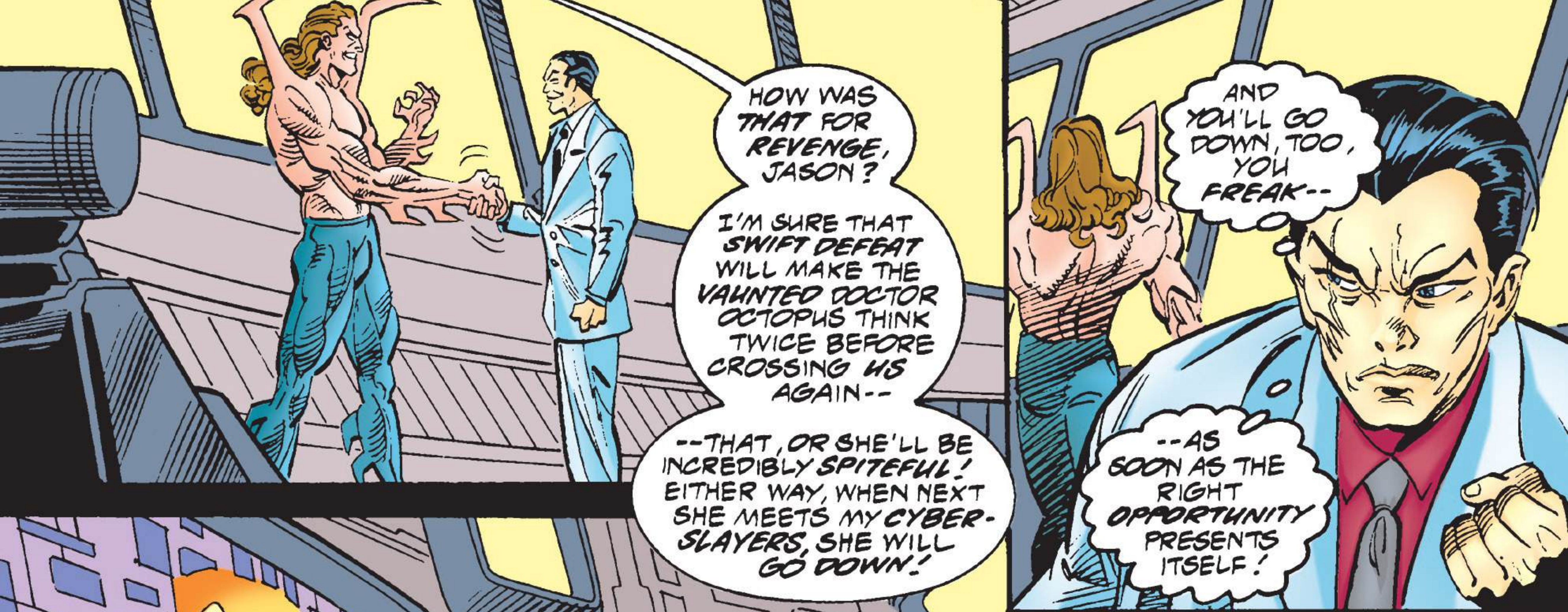
--MISS
ME?! WHAT'S
GOIN' ON
HERE?



POW







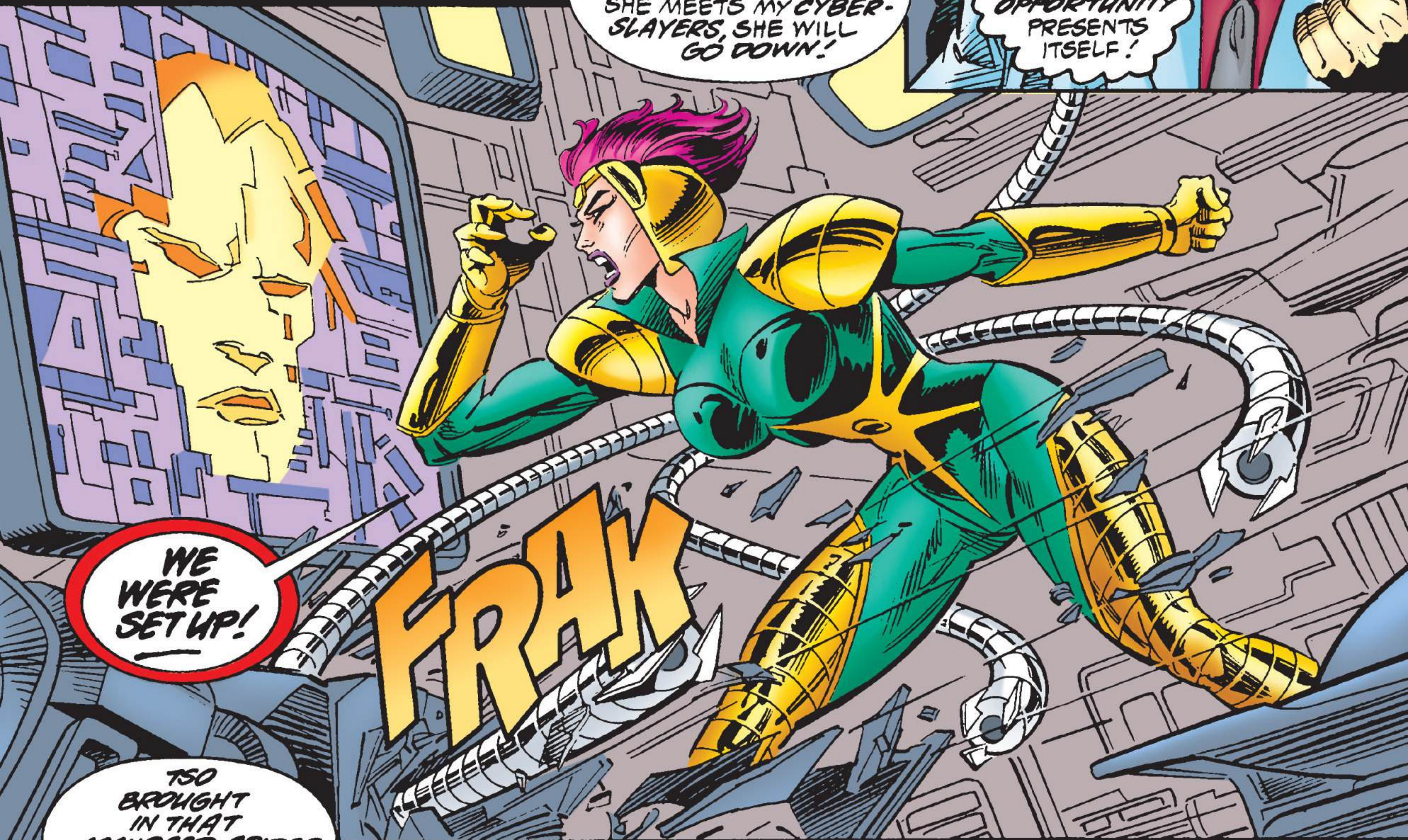
HOW WAS THAT FOR REVENGE, JASON?

I'M SURE THAT SWIFT DEFEAT WILL MAKE THE VAUNTED DOCTOR OCTOPUS THINK TWICE BEFORE CROSSING HIS AGAIN--

--THAT, OR SHE'LL BE INCREDIBLY SPITEFUL! EITHER WAY, WHEN NEXT SHE MEETS MY CYBER-SLAYERS, SHE WILL GO DOWN!

AND YOU'LL GO DOWN, TOO, YOU FREAK--

--AS SOON AS THE RIGHT OPPORTUNITY PRESENTS ITSELF!

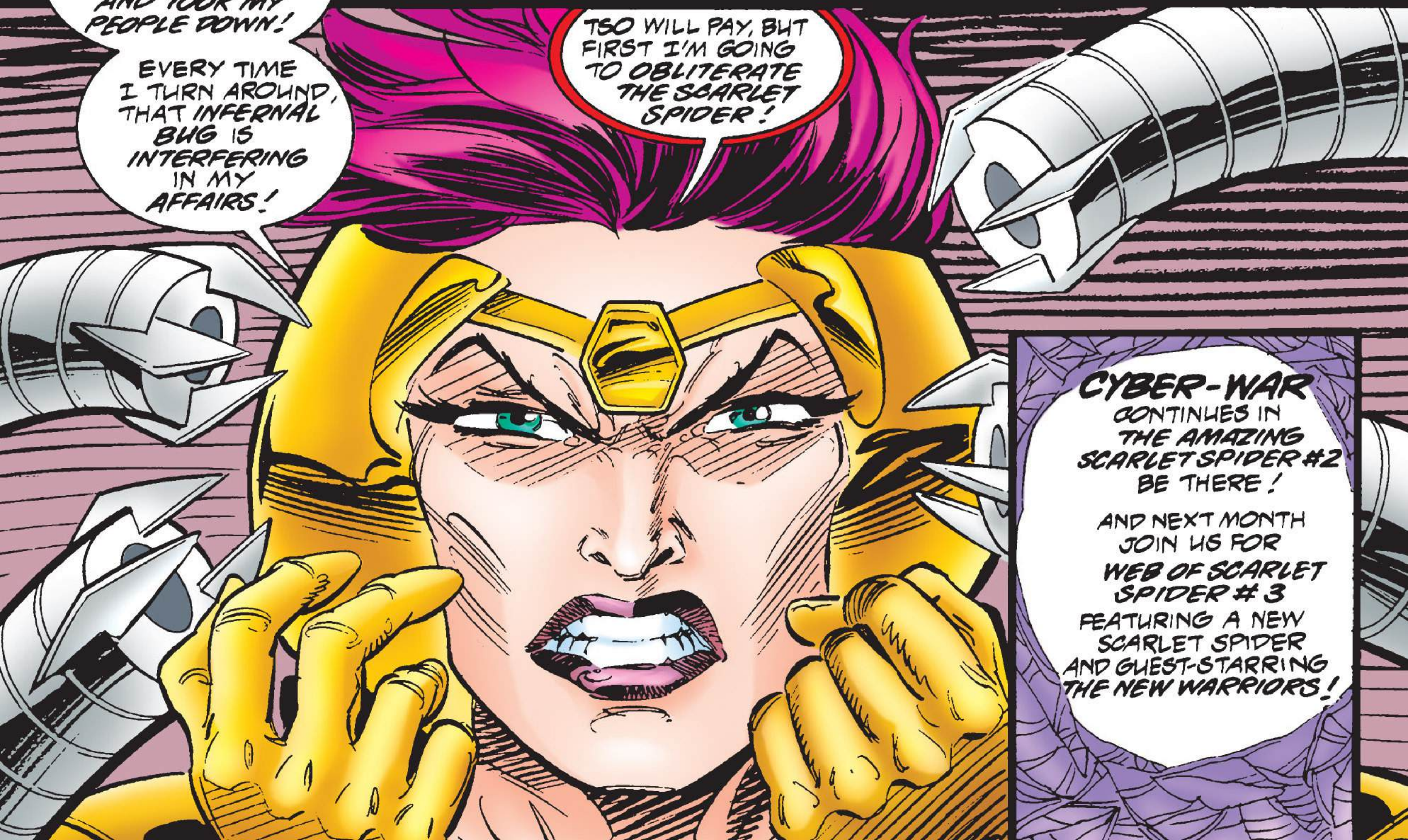


WE WERE SET UP!

TSO BROUGHT IN THAT ACCURSED SPIDER AND TOOK MY PEOPLE DOWN!

EVERY TIME I TURN AROUND, THAT INFERNAL BUG IS INTERFERING IN MY AFFAIRS!

TSO WILL PAY, BUT FIRST I'M GOING TO OBLITERATE THE SCARLET SPIDER!



CYBER-WAR CONTINUES IN THE AMAZING SCARLET SPIDER #2 BE THERE!

AND NEXT MONTH JOIN US FOR WEB OF SCARLET SPIDER #3 FEATURING A NEW SCARLET SPIDER AND GUEST-STARRING THE NEW WARRIORS!

WEB-ZINGERS

%MARVEL COMICS
387 PARK AVE. SO.
NEW YORK, NY
10016

ERIC
FEIN
EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL ADDRESS PRINTED, PLEASE LET US KNOW.

Dear Web-Zingers,

I just finished WEB OF SPIDER-MAN #127. The artwork was perfect! The storyline was so great that I can't wait for the next chapter in AMAZING #404!

I was worried when Mary Jane said on page 7 that she was "married to a clone." I hope you guys aren't planning to end the marriage! I think that Peter and Mary Jane should stay together. And I don't understand why the Punisher was after the Jackal (who I think should die for what he's doing to Peter). How can Peter trust him? He's been totally evil since his first appearance, and nothing's changed! Also, I hope that Ben goes on the road and Peter stays in New York, because Peter, even though he's a clone, has a life there!

Jason Kerr
22A Henderson
Huntingdon
Quebec J05 1H0
CANADA

As you know by now, Jason (you're still with us, right? Even though Ben ultimately was the one to stay in New York?), Peter and Mary Jane are still together, and have moved away to start a family. MJ came to the same conclusion you did, that she loves her husband, clone or no. Have we seen the last of these two in the Spider-books? Guess you'll have to stick around to find out.

The Punisher's connection to the Jackal goes waaay back to the classic ASM #129, when the Jackal tricked Pun into thinking Spider-Man was a criminal and hired him to kill Spidey. If you hadn't known it before, the Punisher doesn't like being fooled, and he holds a grudge a looong time!

And Peter never fully trusted the Jackal; his discovery that he was a clone forced him to reach out to the one man who he believed could help him, villain or not. Thankfully, Pete came to his senses in time to help prevent the depredations of "Maximum Clonage."

Dear Web-Zingers,

I just put down WEB #127. I've got to compliment your whole staff. I loved the artwork, and the cliffhanger ending was great! But here are some questions that I've just gotta have answered:

1) Whose idea was it to use the issue numbers from the original clone saga in ASM as the Jackal's security code?

2) I hear that there is going to be a new Doctor Octopus! Just a guess, but will it be Stunner?

Frank Scalla
10215 Elmore Avenue
Whittier, CA 90604

To answer those questions, Frank:

1) That idea came from the fertile (and sometimes frightening) imagination of

writer Todd "Small Z" Dezago. Frankly, none of us caught it until you pointed it out! Good eye, pal!

2) There is a new Doc Ock, and she is most definitely a female, but she isn't Stunner. However, the tale of who and what Stunner is is one of the plotlines unfolding right now! Hope you're not missing it!

Dear Web-people,

WEB OF SPIDER-MAN #128 was my first issue of this series in a full year. I must admit that with the clone storyline starting at that time, I had a real hard time swallowing all of the revelations being thrown at the readers at top speed, and stopped buying the Spider-Man series altogether. Out of curiosity, and also because I wanted to see how my pal Steven Butler was doing, I picked up this issue, and am pleased to say I've enjoyed what I've seen and read.

The first part in the four-part "Exiled" saga, as presented by DeFalco, Dezago, Butler, and Emberlin, was fairly intriguing because of the appearance of D'Spayre. It was quite good because Felicia Hardy decided to drop by as well. But, to end the line of superlatives, it was highly fascinating and extremely enjoyable because of the surprisingly superb character interaction between Peter Parker and Ben Reilly.

Surprising, because the developments concerning Reilly were the reason I left the book a year ago. Somehow, his character has been fine-tuned in my absence, and I really like the solution he and Peter found to their current juxtaposition. Sure, it's going to be hard for both Peter and Mary Jane, and of course, for everybody else who's involved in Peter's life, but I'm sure it's going to work out well in the end.

Olav Beemer
Brugakker 36-06
3704 LP Zeist
NETHERLANDS

Are you still so sure, Olav? As you can see by the logo on the cover, Ben's leaving New York proved to be a temporary thing, as he realized that his life in New York was too important to leave behind.

We hope you're enjoying Ben's solo adventures as the Parkers try to lead a peaceful life. And we hope we can hold on to you as a reader this time, because there's some truly incredible stuff coming up, and we'd hate for you to miss it! That's just the kind of magnanimous guys we are.

Dear Web-Zingers,

I have always enjoyed Spider-Man, but I hadn't read a Spider-Man comic book for a long time. I was in a comic shop when I saw the cover to WEB #118, "The Exile Returns, part one," and I knew I had to have it! Since then I have continued to enjoy the storylines in the Spider-titles, and "Exiled" looks to be another winner! Now I have a few questions and a suggestion or two:

1) When will we see the new Green Goblin return?

2) Will Kaine ever return? The Jackal was looking at his pod as he said "Even bad chemicals can be put to good use," right?

3) Will the Gwen Stacy clone ever come back? She and Ben would make a perfect couple!

4) Can you tell us some of the enemies that Spidey and/or Scarlet will be facing?

5) Why is Mary Jane so skinny? She is pregnant, you know!

6) Let's have a Scarlet Spider action figure! I know I would buy it!

Marc Rocheleau
833 William Street
Tecumseh
Ontario N8N 2A2
CANADA

Thanks for sticking around for the ride, Marc! As for your questions:

1) The Goblin returned in (appropriately enough) GREEN GOBLIN #1, and he's still there every month! How's that for service?

2) We saw a glimpse of Kaine in SCARLET SPIDER UNLIMITED #1... beyond that our lips are sealed, but don't count the tormented original clone out yet...

3) Gwen's out there some-where, but Ben's got a pretty hectic social life as it is these days. Be on the lookout for some all-new ladies in his life.

4) Well, we've seen the new Doc Ock, the Pro, the revamped Looter, Override, Aura, and Alistair Smythe & his Cyber-Slayers, and that's just the beginning of the gaggle of new and old foes set to take a crack at our new web-slinger.

5) It takes about four to five months for a pregnant woman to start showing, and in Marvel time, MJ had only been pregnant for about two and a half. If you'll notice, she was showing a great deal more in "The Greatest Responsibility," which took place a few months later.

6) Yeah, we'd love to see an action figure, too. Maybe when and if Scarlet makes it onto the TV show!

NEXT WEEK: "CyberWar" heats up in AMAZING SCARLET SPIDER #2, as a new player enters the fray! Who is the mysterious Joystick, and how does her deadly game affect both Scarlet and the new Green Goblin? DeFalco, Bagley and Mahlstedt provide the answers in one week!

NEXT ISSUE: An all-new Spider-Man takes over in the other core Spider-titles, while an all-new Scarlet Spider takes over this mag! Confused? Join us in thirty days as Evan Skolnick, Paris Karounos, and Randy Emberlin bring us a dramatic turning point in the saga of the Scarlet Spider! It's called "Nightmare in Scarlet", and it crosses over with the NEW WARRIORS! Don't miss it!



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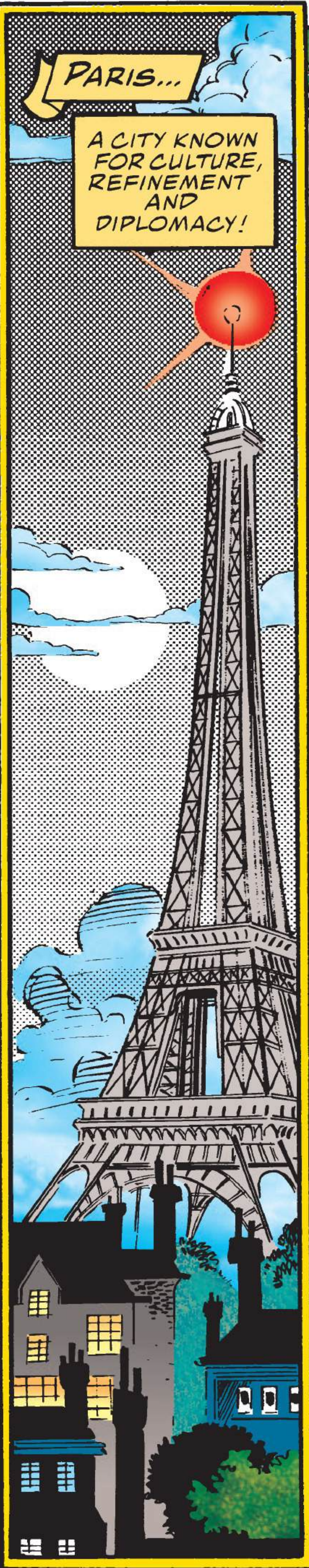
CYBERWAR
part 2 of 4

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE AMAZING SCARLET SPIDER



**JOYSTICK'S HER NAME--
MURDER'S HER GAME!**



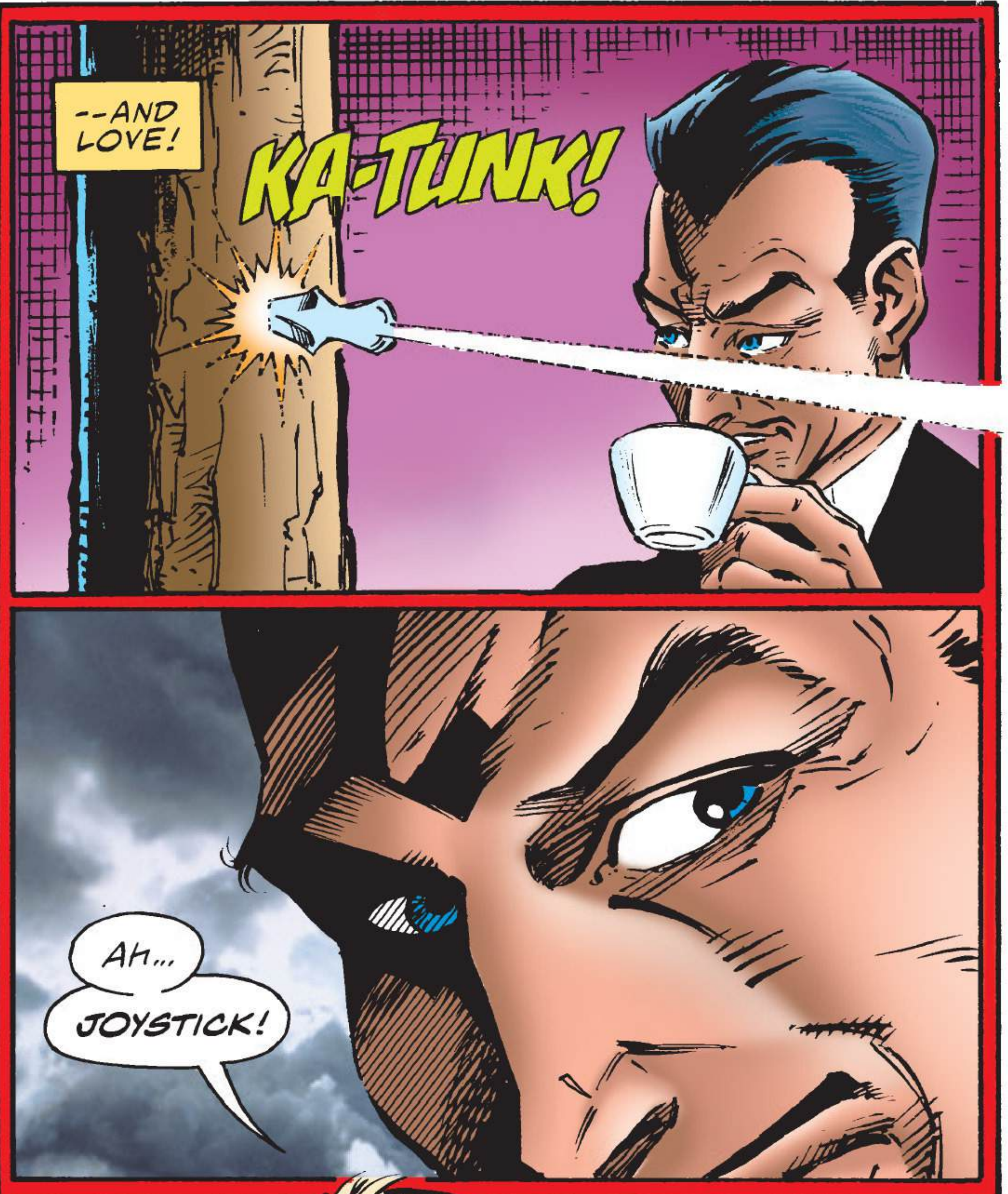
PARIS...

A CITY KNOWN FOR CULTURE, REFINEMENT AND DIPLOMACY!



PARIS...

THE CITY OF LIGHT--



--AND LOVE!

KA-TUNK!

AH...
JOYSTICK!

YOUR NERVES ARE AS SHARP AS EVER, HENRI... BUT ONE EXPECTS NO LESS FROM THE REFEREE OF THE GREAT GAME!

HOPE I HAVEN'T KEPT YOU WAITING!

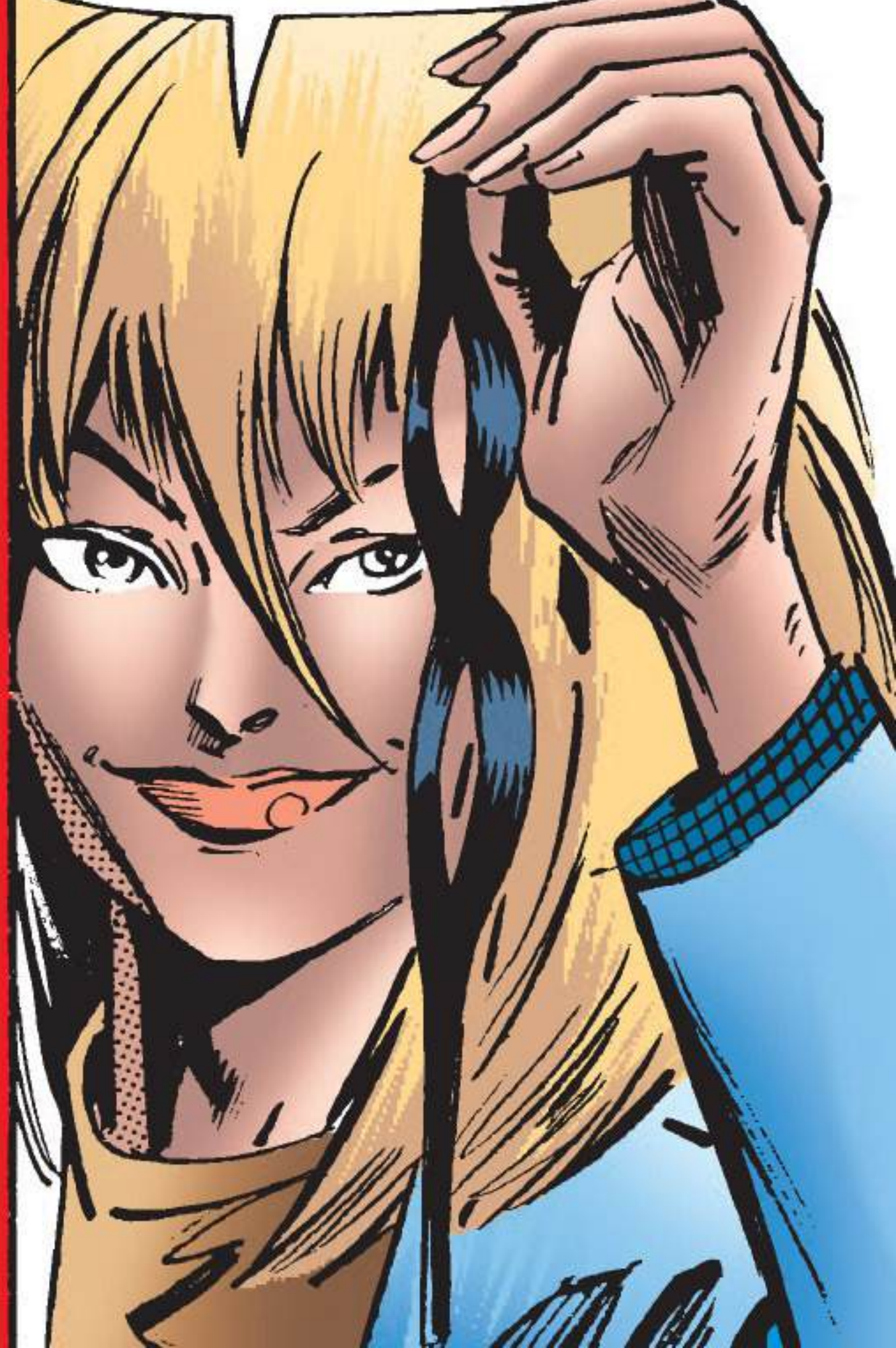
NOT AT ALL, MY DEAR!

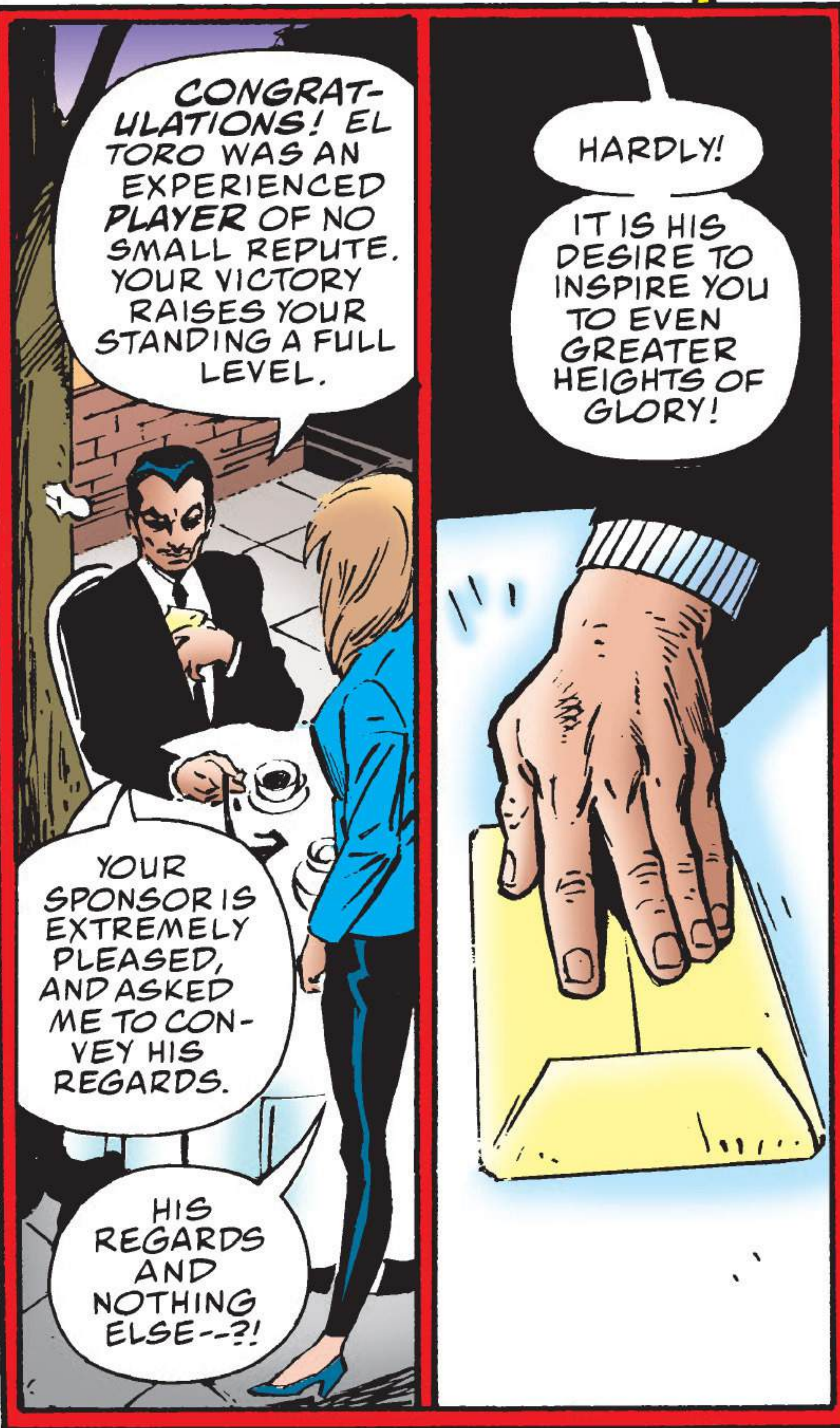
I TRUST YOUR MATCH IN CASTELLON de la PLANA WENT WELL.

QUITE WELL, AS I'M SURE MY MONITOR HAS ALREADY REPORTED.

I WANTED TO PERSONALLY DELIVER THIS LITTLE SOUVENIR...

...COMPLIMENTS OF EL TORO NEGRO!





CONGRATULATIONS! EL TORO WAS AN EXPERIENCED PLAYER OF NO SMALL REPUTE. YOUR VICTORY RAISES YOUR STANDING A FULL LEVEL.

HARDLY!

IT IS HIS DESIRE TO INSPIRE YOU TO EVEN GREATER HEIGHTS OF GLORY!

YOUR SPONSOR IS EXTREMELY PLEASED, AND ASKED ME TO CONVEY HIS REGARDS.

HIS REGARDS AND NOTHING ELSE--?!



PLEASE THANK HIM FOR HIS GENEROSITY, AND YOU MAY REASSURE HIM OF MY FULL COMMITMENT TO WIN THE FINAL VICTORY IN THE GREAT GAME!

LET'S NOT GET AHEAD OF OURSELVES, MY DEAR.

YOU HAVE MANY LEVELS TO CLIMB BEFORE YOU MAY EVEN **COMPETE** FOR THE GRAND PRIZE.

BUT IT IS DESTINED TO BE **MINE!**

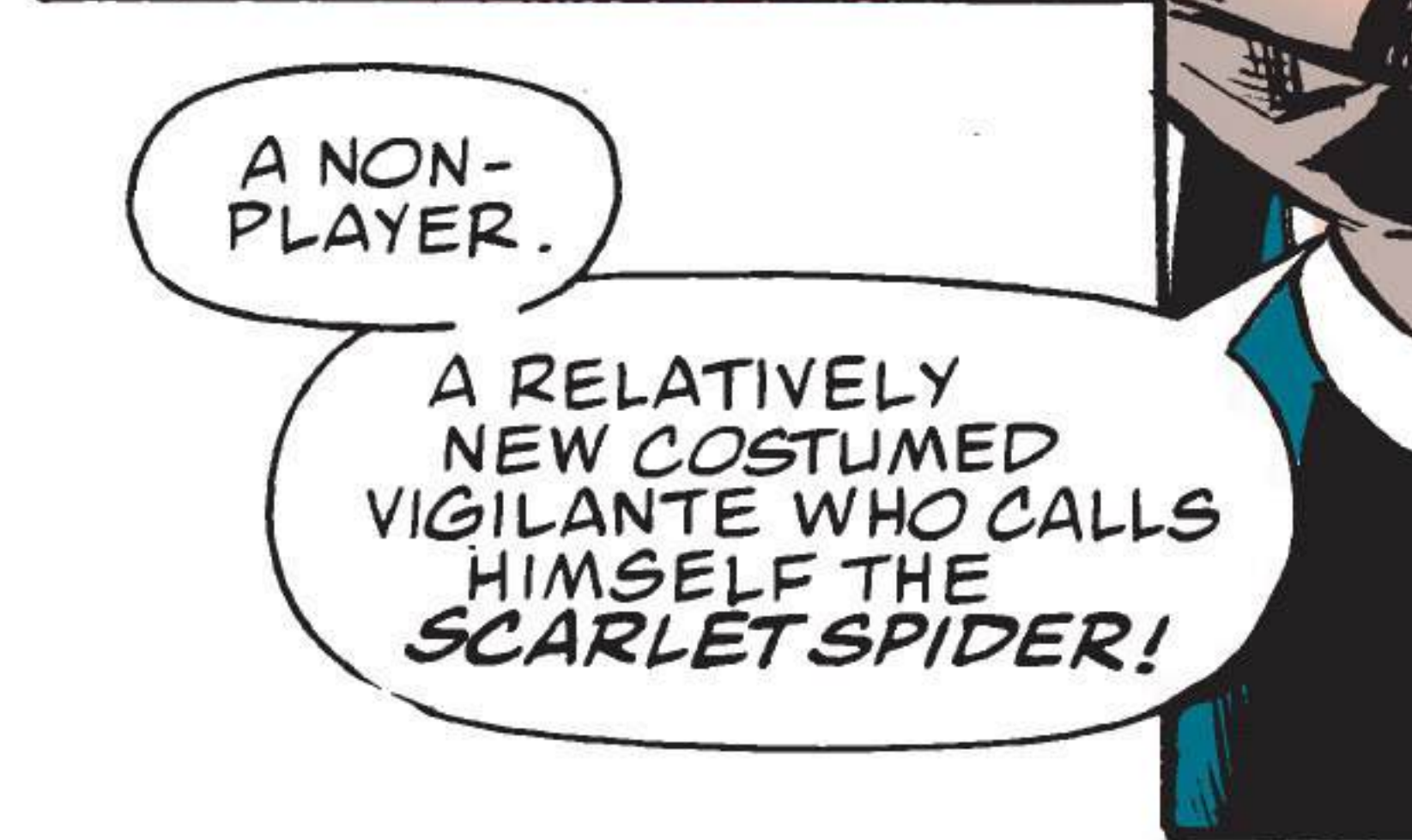
WE SHALL SEE.

IN THE MEANTIME, YOUR MONITOR HAS ALREADY BEEN DISPATCHED TO NEW YORK TO PREPARE FOR YOUR NEXT MATCH.



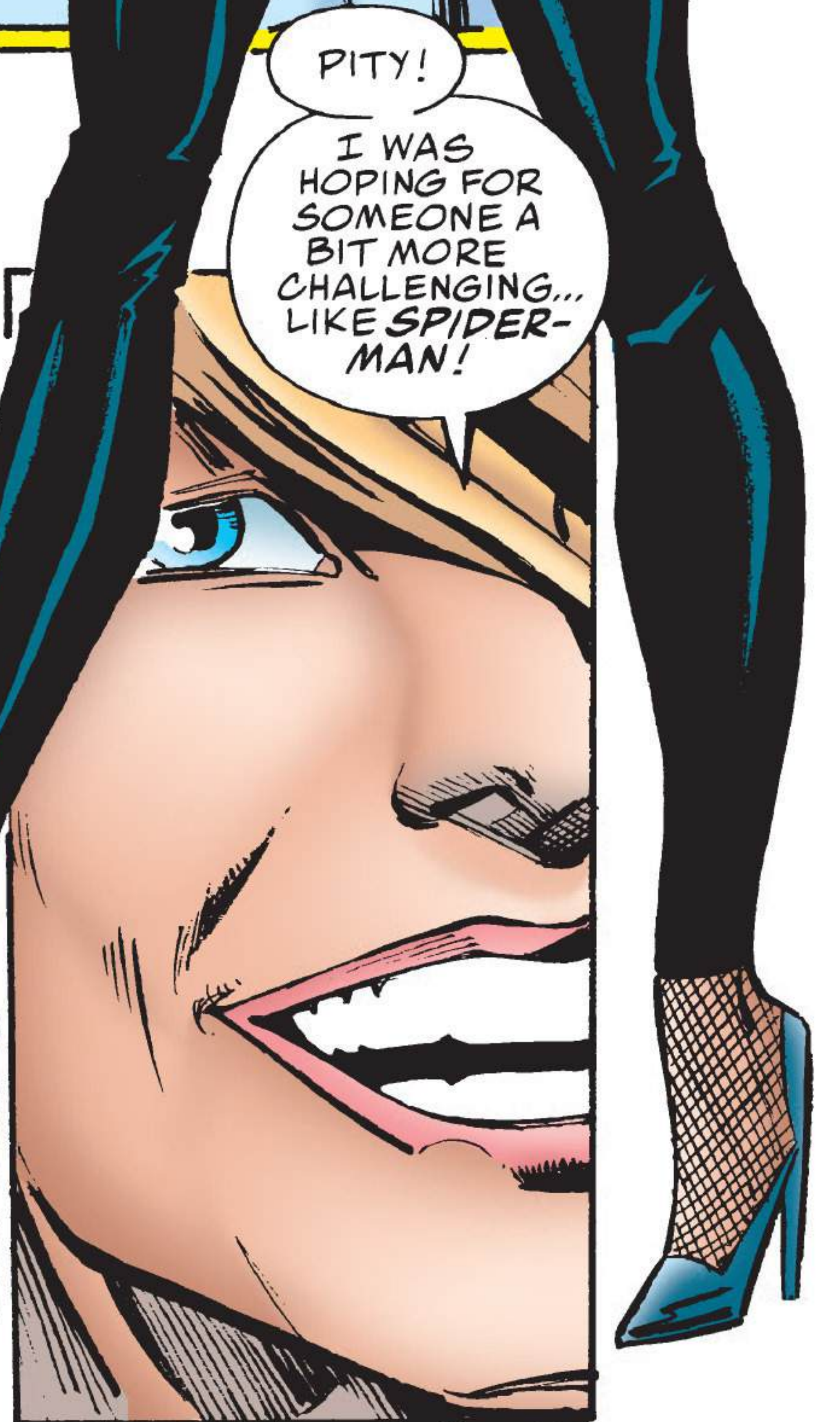
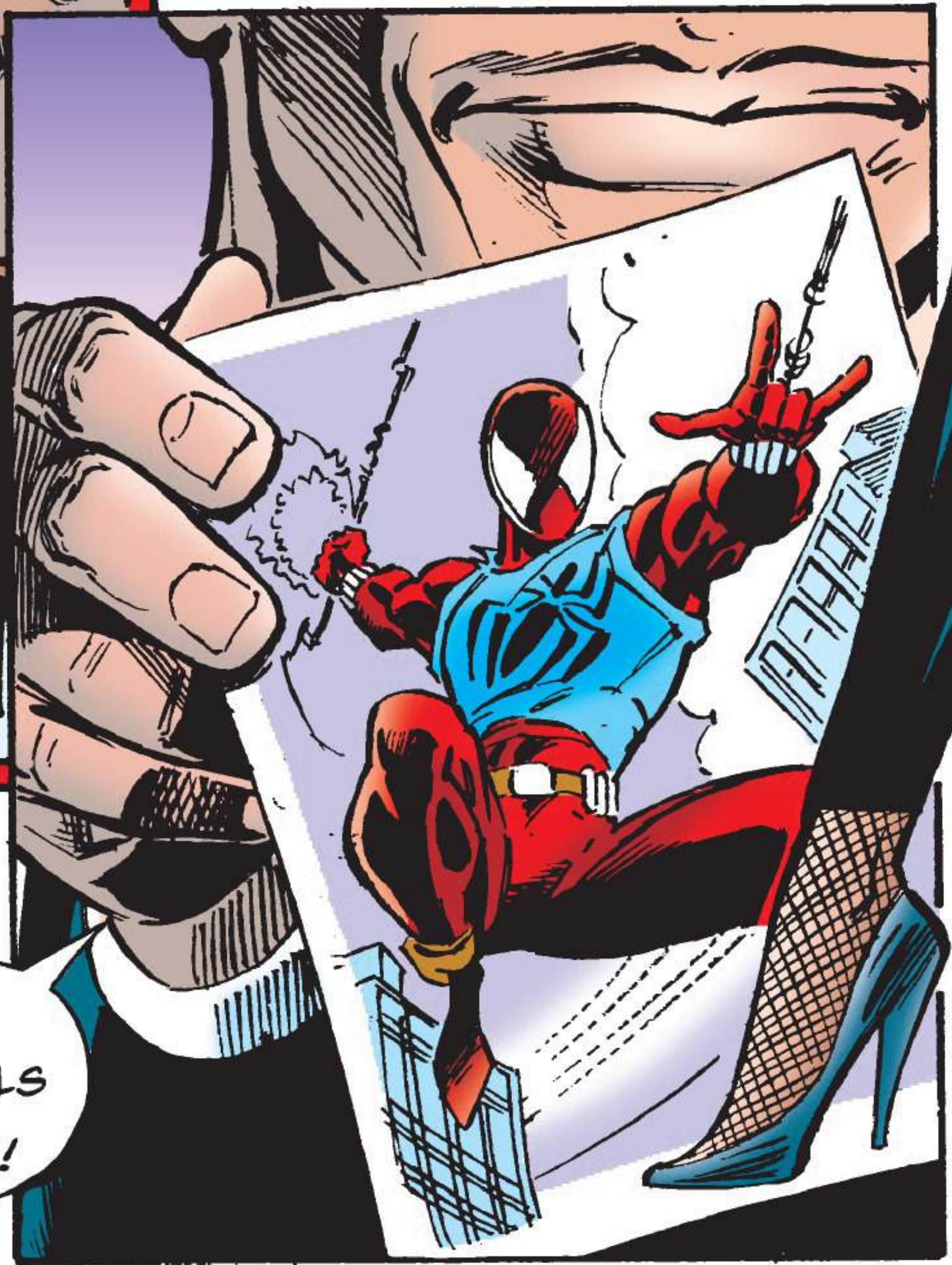
NEW YORK?

WHO AM I TO FACE?



A NON-PLAYER.

A RELATIVELY NEW COSTUMED VIGILANTE WHO CALLS HIMSELF THE **SCARLET SPIDER!**



PITY!

I WAS HOPING FOR SOMEONE A BIT MORE CHALLENGING... LIKE **SPIDER-MAN!**

ONCE HE WAS **PETER PARKER**, A STUDENT WHO, AFTER BEING BITTEN BY A RADIOACTIVE SPIDER, BECAME THE **AMAZING SPIDER-MAN!** NOW, AFTER FIVE YEARS OF WANDERING AMERICA, BELIEVING HIMSELF TO BE A CLONE OF PARKER, HE HAS RETURNED AS **DEN REILLY**, AND IS READY TO RESUME HIS CRUSADE TO PROTECT THE INNOCENT AND BATTLE EVIL, IN A NEW COSTUMED IDENTITY...**STAN LEE PRESENTS: THE SCARLET SPIDER!**

CAUGHT IN THE GAME!

THIS DON'T CONCERN YOU, WEB-MAN! GET OUTTA HERE!

IT'S OUR NEIGHBORHOOD, AND WE WARNED THESE FREAK-JOBS TO STAY AWAY FROM TONY'S!

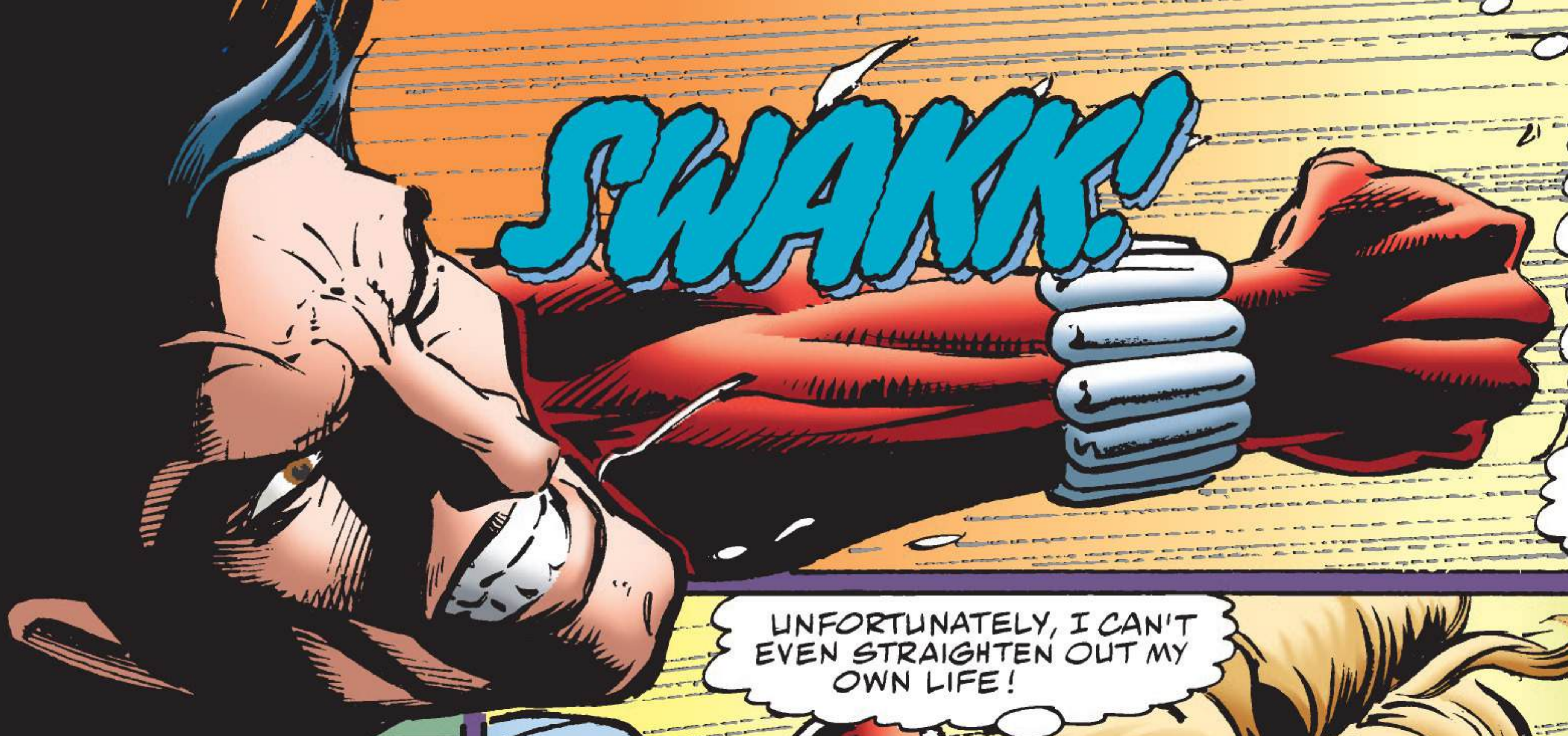
TERRIFIC! THESE GANG-BANGERS GO TO WAR OVER A FEW LOUSY SLICES OF PIZZA, AND I RESPOND--

--BY BASHING THEIR EVER-LOVIN' HEADS TOGETHER!

MR. POLITICALLY CORRECT, I AIN'T!

STAN LEE PRESENTS
THE AMAZING
SCARLET SPIDER!

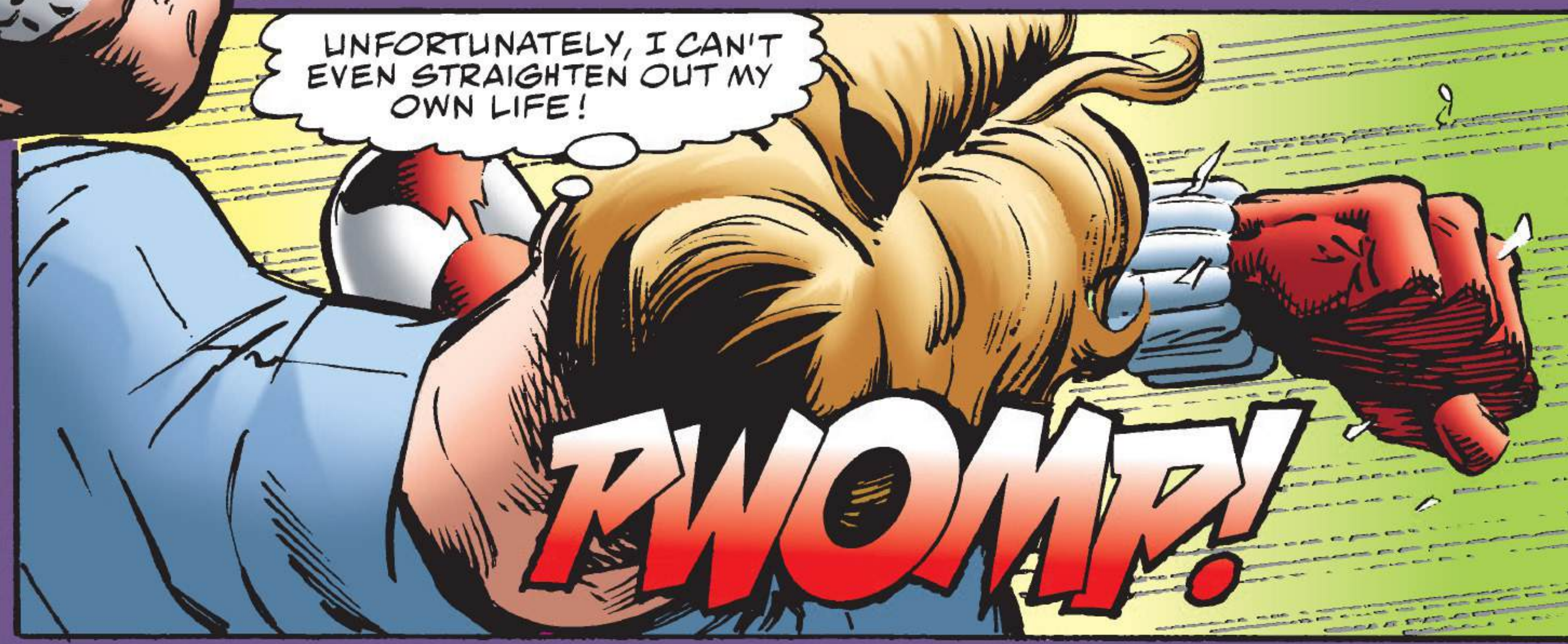
WRITTEN BY
TOM DEFALCO
PENCILED BY
MARK BAGLEY
INKED BY
LARRY MAHLSTEDT
LETTERED BY
BILL OAKLEY
COLORED BY
BOB SHAREN
COMPUTER COLOR
SEPS BY MALIBU
EDITED BY
BOB BUDIANSKY



THERE'S GOTTA BE A MORE EFFECTIVE, SOCIALLY RESPONSIBLE WAY TO HANDLE A SITUATION LIKE THIS!

TO END THE ENDLESS CYCLE OF VIOLENCE!

UNFORTUNATELY, I CAN'T EVEN STRAIGHTEN OUT MY OWN LIFE!



GUESS I'LL JUST HAVE TO SETTLE FOR MY OLD **STANDBY**--

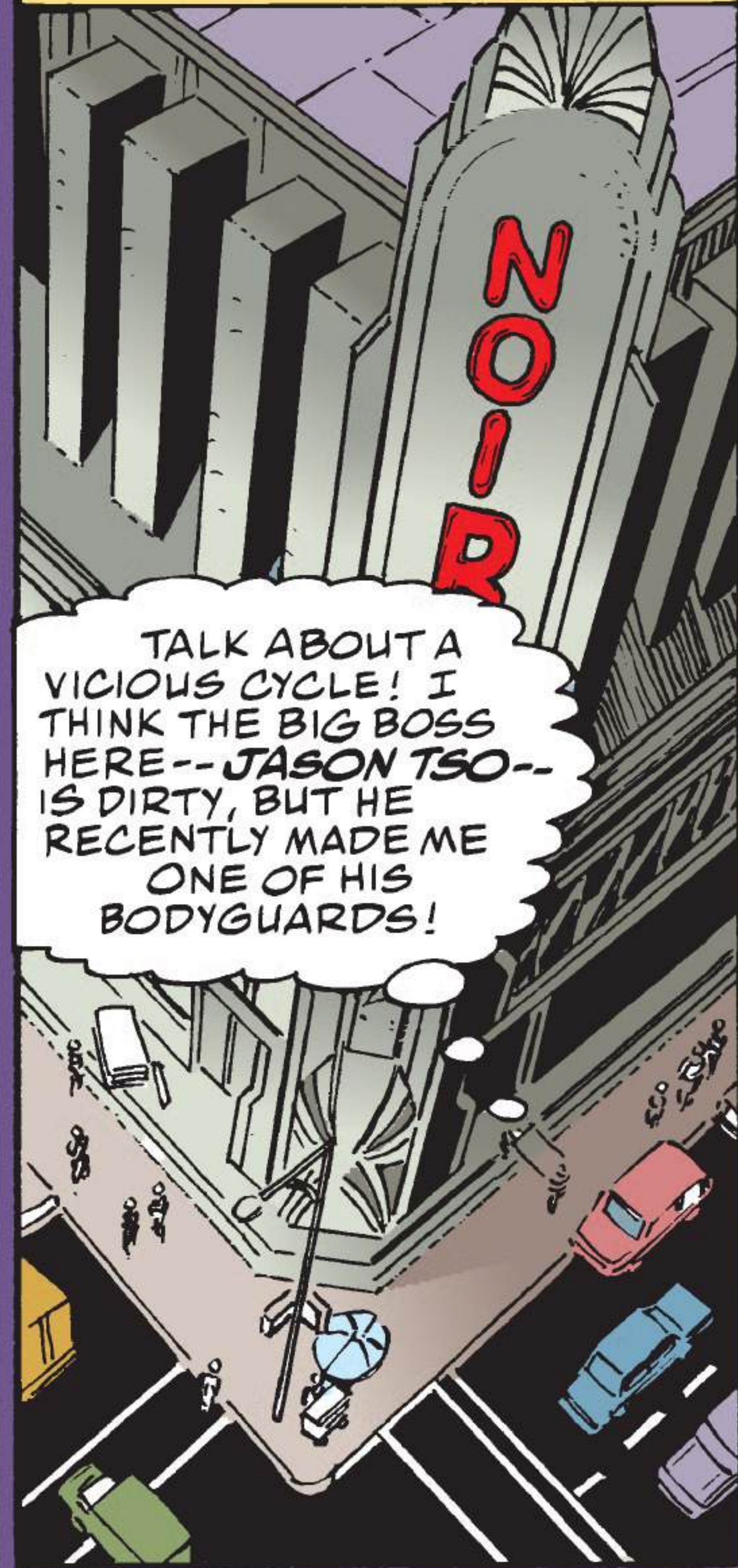
--AND LEAVE 'EM FOR THE **COPS** TO SORT OUT!

ME, I'M LATE FOR WORK AGAIN!

I SHOULD HAVE BEEN AT THE **CLUB NOIR** THIRTY MINUTES AGO!

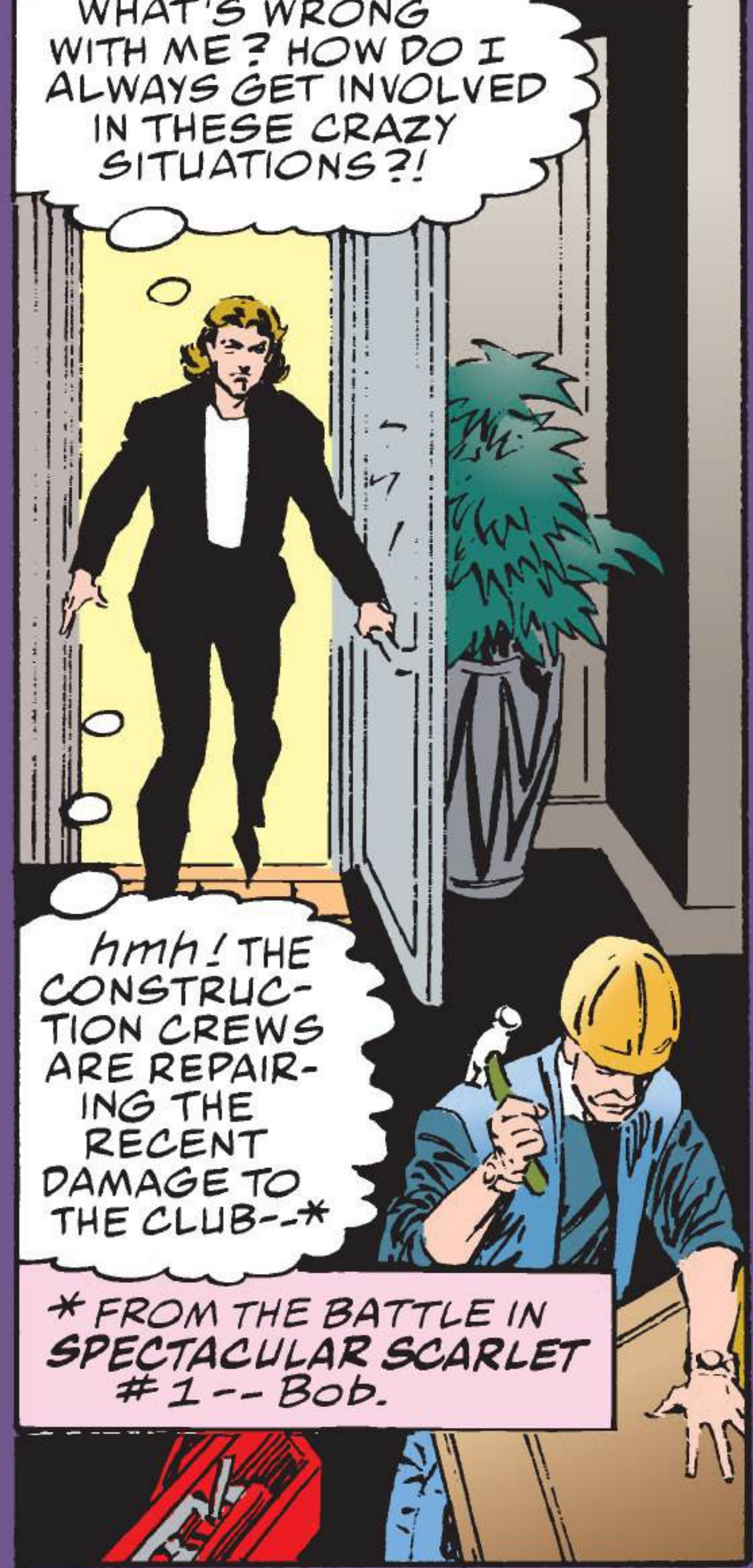


WEB-SWINGING ACROSS TOWN, **BEN REILLY** QUICKLY REMOVES HIS COLORFUL **SCARLET SPIDER** COSTUME, AND THEN...



TALK ABOUT A VICIOUS CYCLE! I THINK THE BIG BOSS HERE-- **JASON TSO**-- IS DIRTY, BUT HE RECENTLY MADE ME ONE OF HIS BODYGUARDS!

IT'S NOW MY JOB TO PROTECT HIM, BUT I'D LOVE TO SEE 'IM BUSTED!



WHAT'S WRONG WITH ME? HOW DO I ALWAYS GET INVOLVED IN THESE CRAZY SITUATIONS?!

hmm! THE CONSTRUCTION CREWS ARE REPAIRING THE RECENT DAMAGE TO THE CLUB--*

*FROM THE BATTLE IN **SPECTACULAR SCARLET** #1-- Bob.

"--BUT I CAN'T WORRY ABOUT THAT NOW! I'VE GOT TO CALL **CARRIE BRADLEY!**"

HEY--**BEN!** I WAS JUST THINKING ABOUT YOU!

AND WONDERING WHY A **GO-GETTER** LIKE ME WASTES TIME ON A **SCRUFFY, CAREER-DEFICIENT, DATE-BREAKING DOG!**



LOOK, I STILL FEEL BAD ABOUT **BAGGING OUT** ON YOU THE OTHER NIGHT!*

PLEASE TAKE PITY ON A **WAYWARD LAD**, AND ALLOW ME TO MAKE **AMENDS!**



WELL... UH...

OKAY!

BUT THIS IS YOUR **LAST CHANCE, BUSTER!**



SOMETHING TELLS ME I'D BETTER NOT BE LATE!

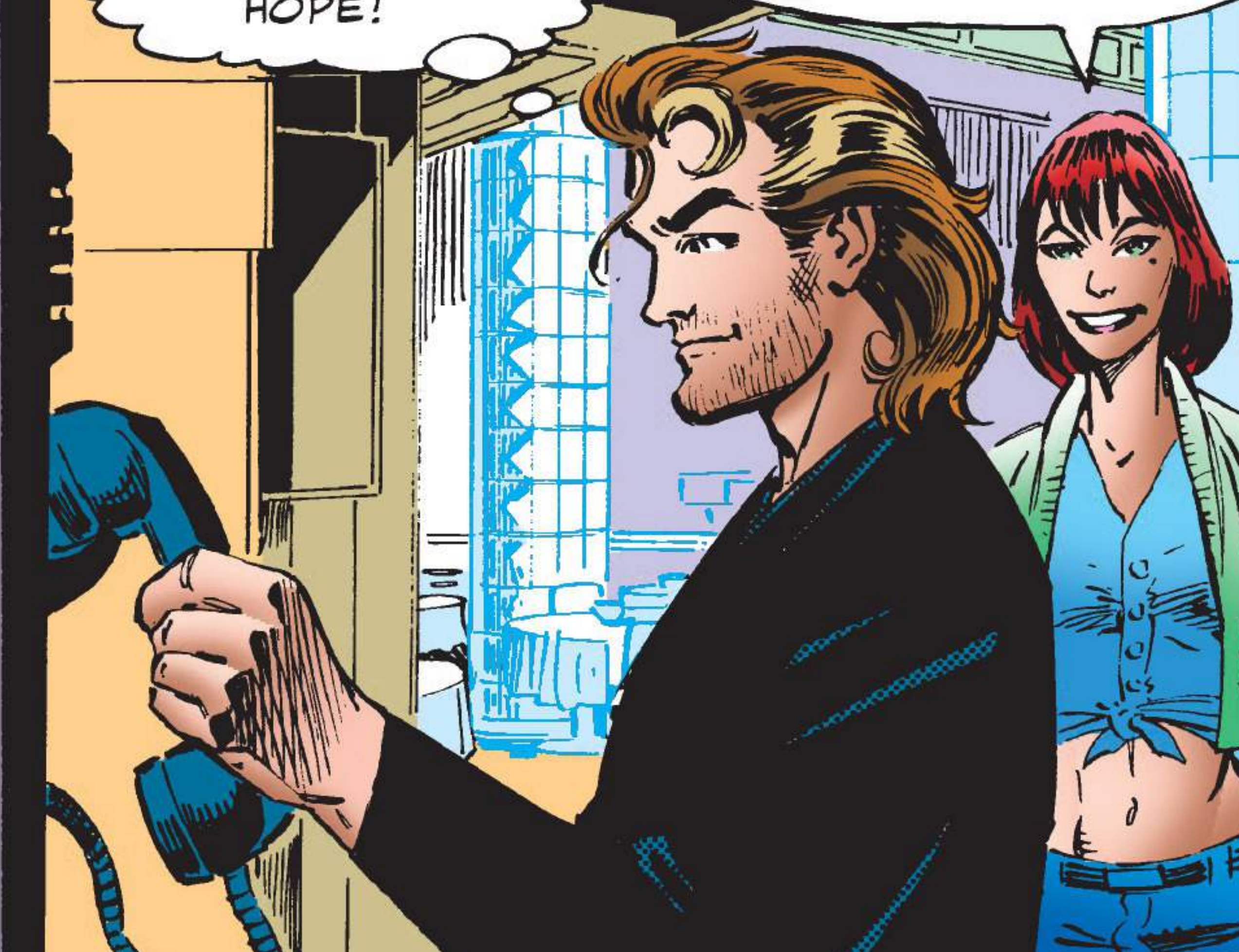
LET'S MEET AT **SIX...** OUTSIDE **CHAZ AND WILSON'S!**



*IN **SPECTACULAR SCARLET SPIDER#1**--Bob.

WHEW! THAT WENT MUCH EASIER THAN I HAD ANY RIGHT TO HOPE!

YOU LOOK AWFULLY PLEASED WITH YOURSELF, BIG FELLA!

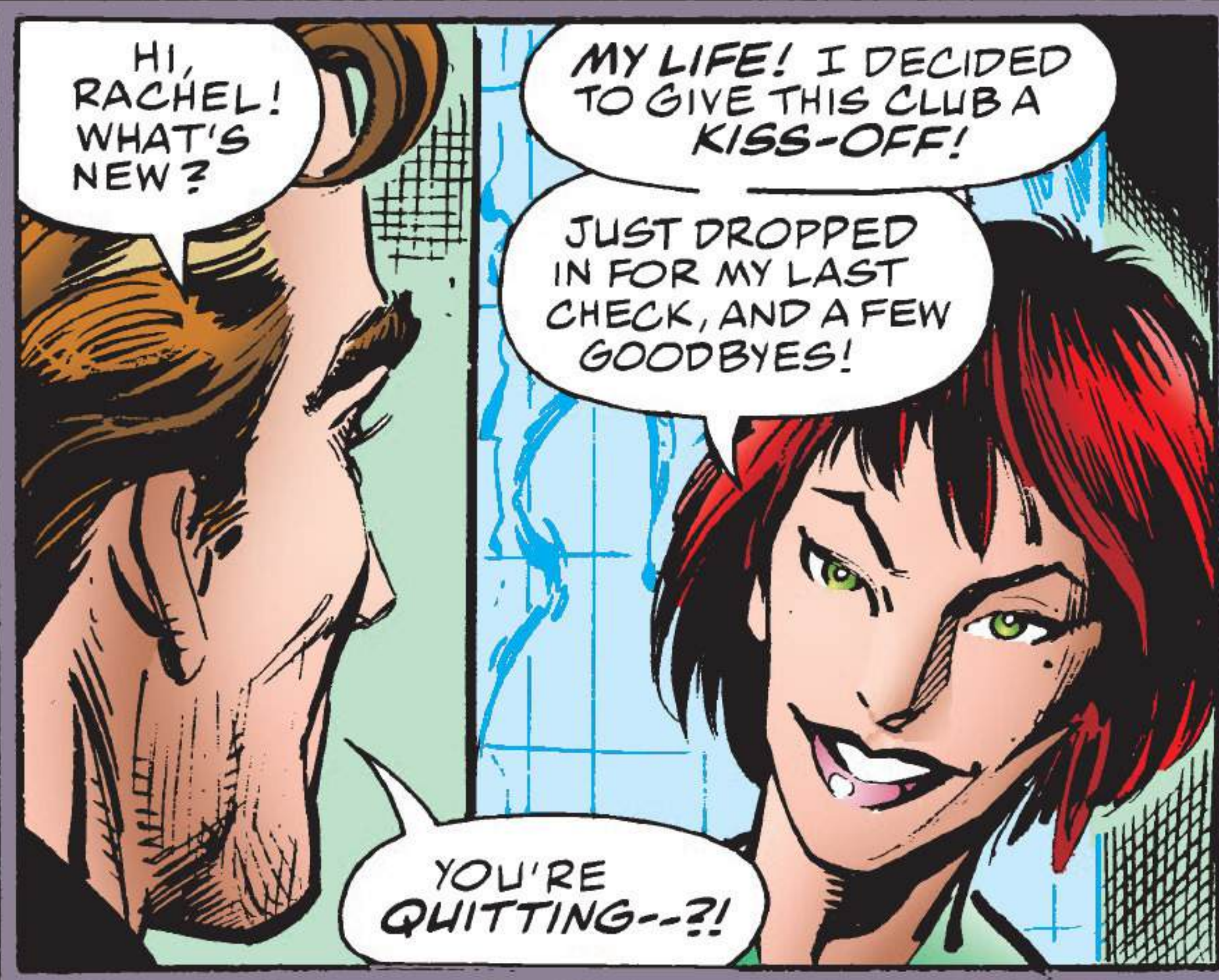


HI, RACHEL! WHAT'S NEW?

MY LIFE! I DECIDED TO GIVE THIS CLUB A **KISS-OFF!**

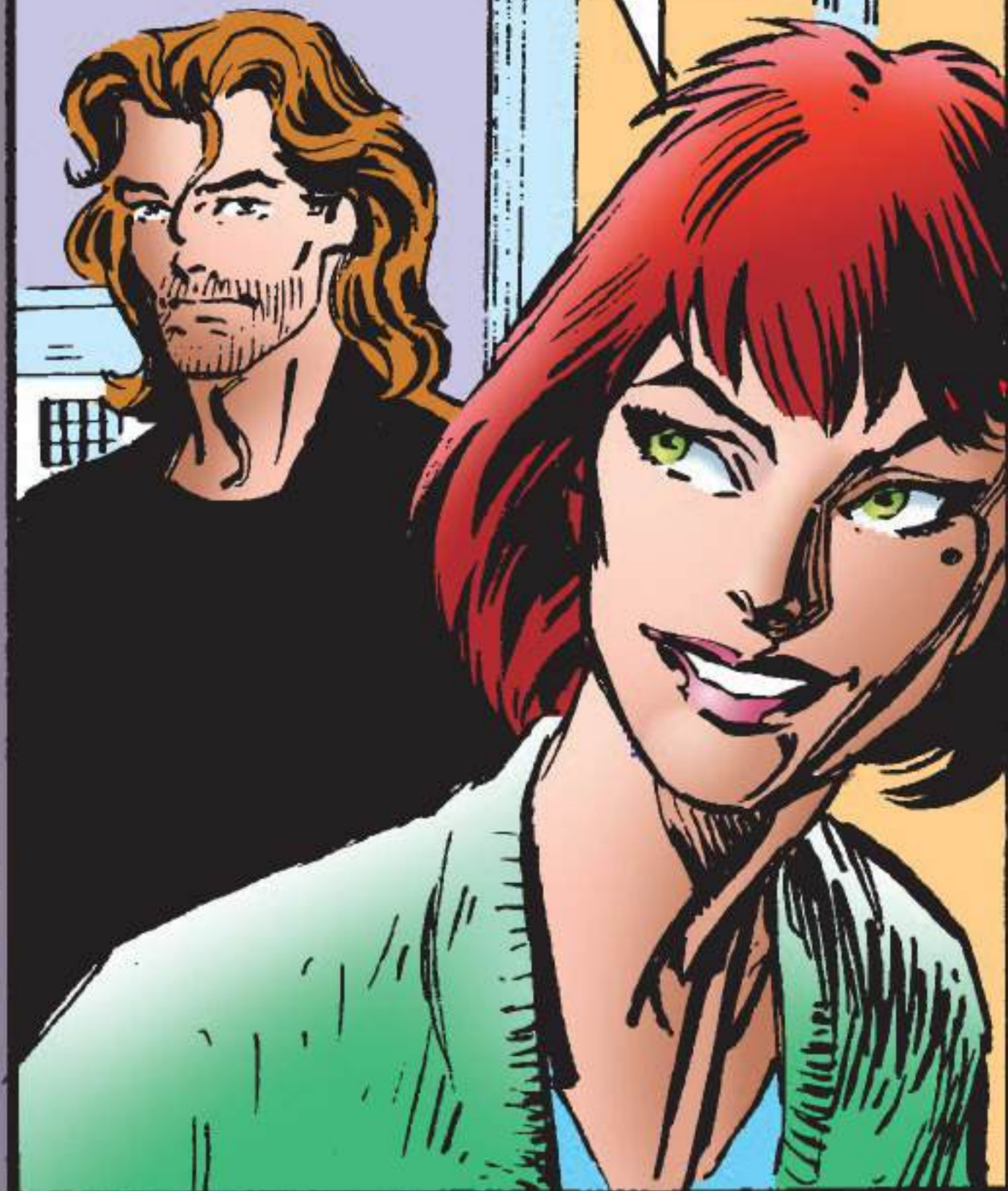
JUST DROPPED IN FOR MY LAST CHECK, AND A FEW GOODBYES!

YOU'RE QUITTING--?!



WHY NOT? I'M ONLY A WAITRESS HERE. I CAN'T MAKE MONEY WHILE THE CLUB'S CLOSED FOR REPAIRS!

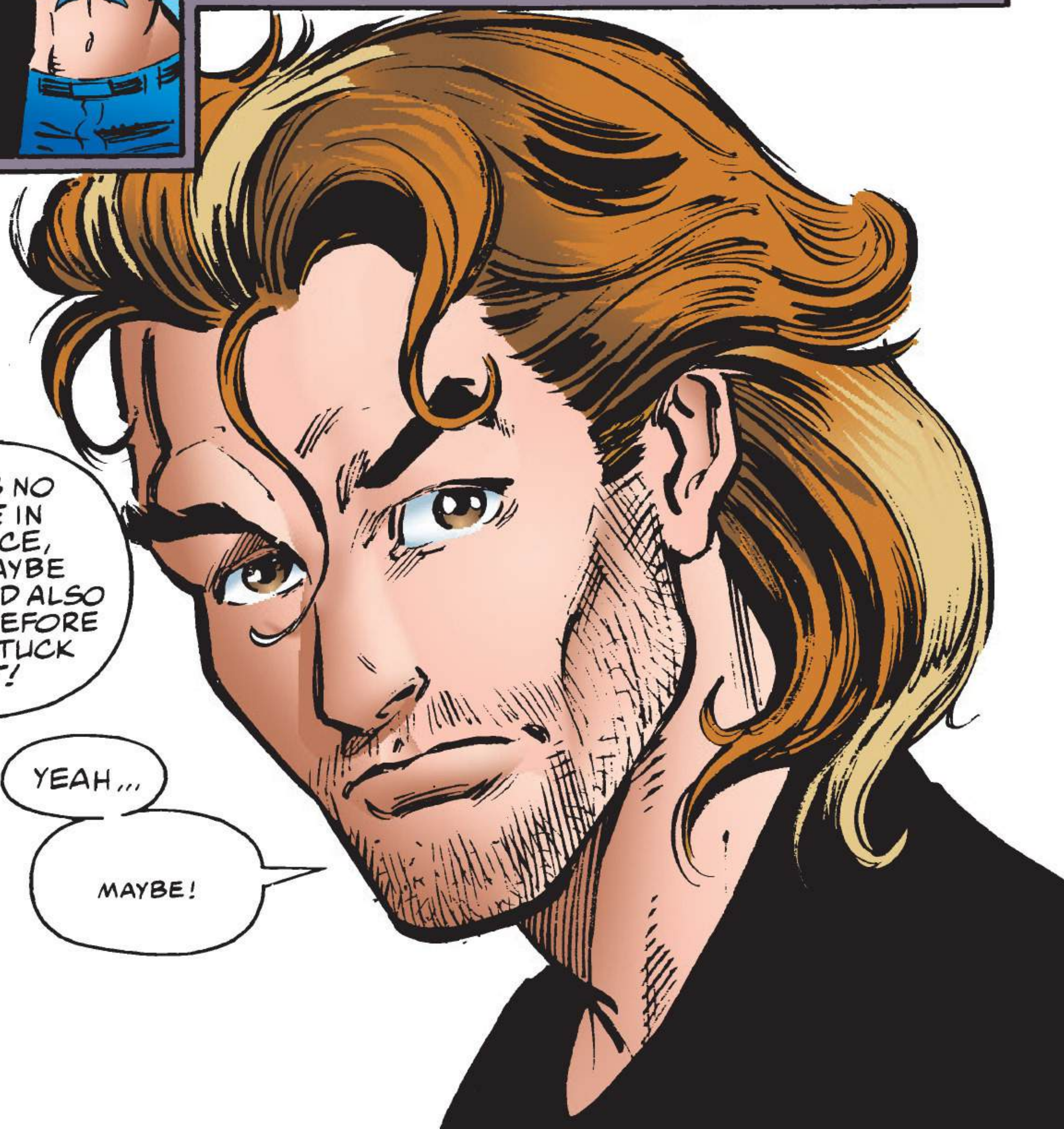
BESIDES, I HATE THE WAY **TSO** TREATS US!



THERE'S NO **FUTURE** IN THIS PLACE, BEN! MAYBE YOU SHOULD ALSO **OPT OUT** BEFORE YOU GET STUCK IN A **RUT!**

YEAH...

MAYBE!



AND, EVEN AS BEN REILLY CONSIDERS RACHEL'S WORDS, A STRANGE BEING STREAKS THROUGH THE ELECTRONIC REALM KNOWN AS CYBERSPACE...

...A BEING WHICH EMBODIES THE CONSCIOUSNESS OF DR. SEWARD TRAINER!

THIS IS SO WILD!

I CAN'T BELIEVE I'M REALLY HERE... WHILE MY PHYSICAL BODY IS STUCK IN A HOSPITAL BED!

MY POOR FRIEND, BEN REILLY, FEARS THIS SEPARATION MAY PROVE PERMANENT!

I KNOW I SHOULD BE DEVOTING ALL MY EFFORTS TO FINDING A WAY TO REJOIN MY BODY, BUT--WHOA!

THESE ARE THE FILES I WANT!

I'LL PROBE THEIR SECRETS BY INTEGRATING MYSELF INTO THEM!

EVER SINCE MY MIND WAS ACCIDENTALLY ENSNARED BY HER COMPUTER NETWORK--

--I'VE BEEN SECRETLY DELVING INTO MY DAUGHTER'S CRIMINAL ACTIVITIES!

CAROLYN MAY NOW CALL HERSELF DOCTOR OCTOPUS, BUT I'M STILL HER FATHER!

IT'S MY RESPONSIBILITY TO HELP BEN BRING HER TO JUSTICE!

...AS COLD AND UNFEELING AS HER MYSTERIOUS, ELECTRONICALLY-GENERATED PARTNER.

AND, AT THAT VERY MOMENT...

THE SCARLET SPIDER HAS INTERFERED IN OUR OPERATIONS FOR THE VERY LAST TIME!

THE VOICE OF CAROLYN TRAINER IS COLD...

RELAX, MY DEAR.

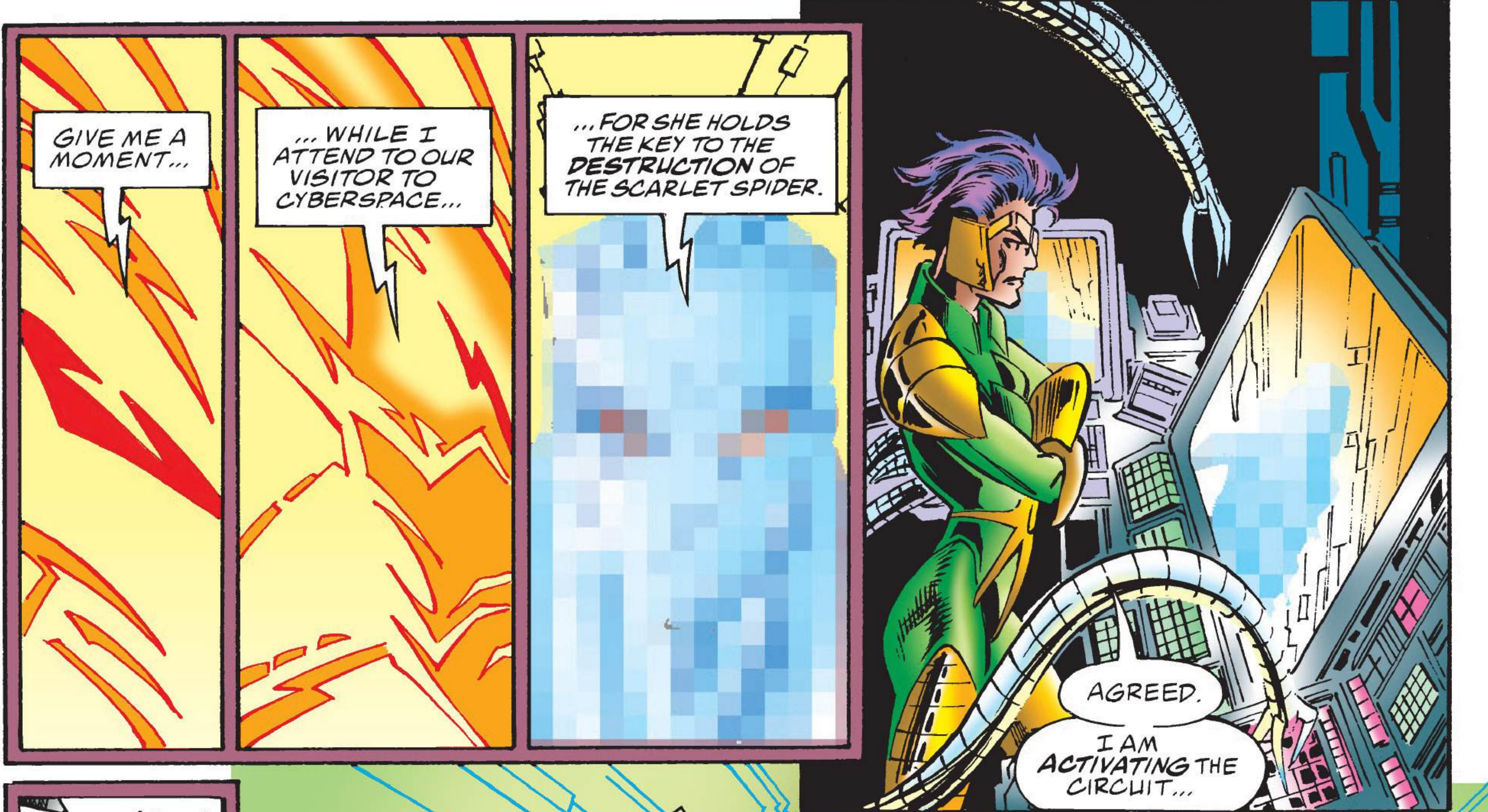
WE ALREADY POSSESS THE NECESSARY MEANS TO DESTROY HIM.

I HOPE YOU'RE RIGHT! I'M COUNTING ON THIS TECHNOLOGY TO SQUASH THAT INFERNAL BUG!

OUR TEST SUBJECT IS PREPPED!

THE ENERGY IS FLOWING!

ARE YOU READY TO MAKE CONTACT--?



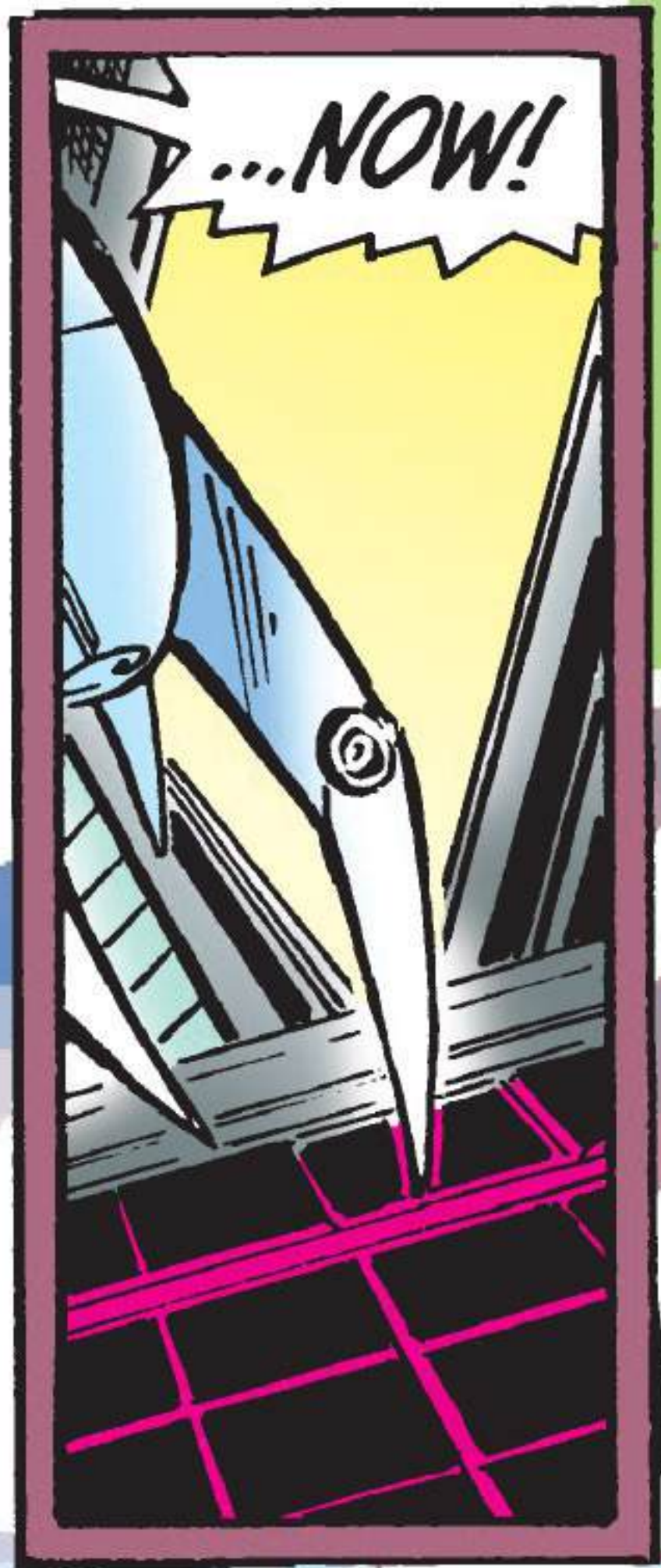
GIVE ME A
MOMENT...

... WHILE I
ATTEND TO OUR
VISITOR TO
CYBERSPACE...

... FOR SHE HOLDS
THE KEY TO THE
DESTRUCTION OF
THE SCARLET SPIDER.

AGREED.

I AM
ACTIVATING THE
CIRCUIT...



...NOW!

HEY--!

WHERE AM
I? HOW DID I
GET HERE?!

TRY TO BE CALM,
STUNNER. IT'S ONLY
NATURAL FOR YOU TO
EXPERIENCE SOME
DISORIENTATION
AFTER YOUR LONG
SLEEP.

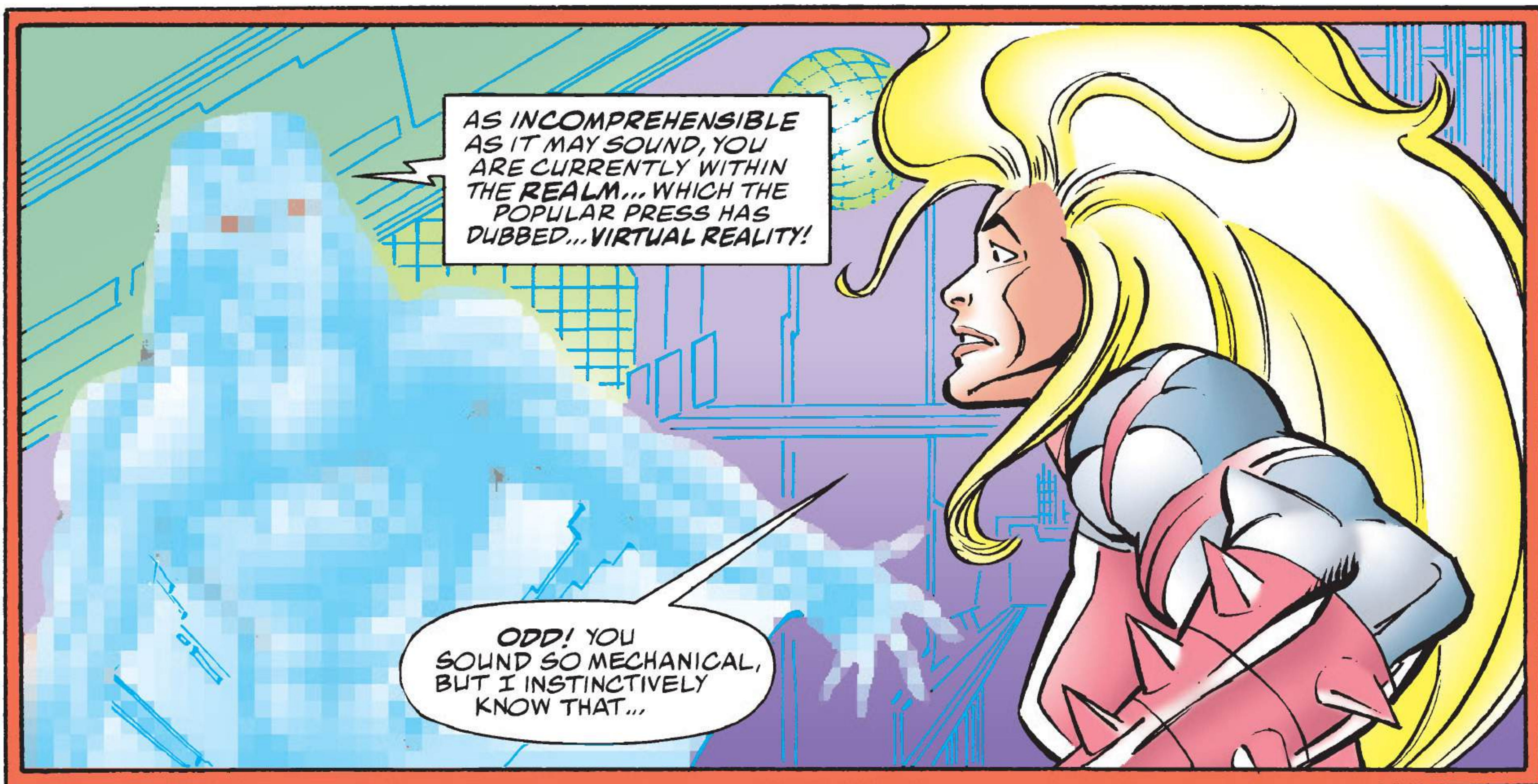
YOUR NEW SURROUNDINGS
MAY SEEM **DISTURBING**
AT FIRST, BUT YOU NEED
NOT BE FRIGHTENED.

WHO
ARE
YOU?



I AM...

...A
FRIEND!



AS INCOMPREHENSIBLE AS IT MAY SOUND, YOU ARE CURRENTLY WITHIN THE REALM... WHICH THE POPULAR PRESS HAS DUBBED... VIRTUAL REALITY!

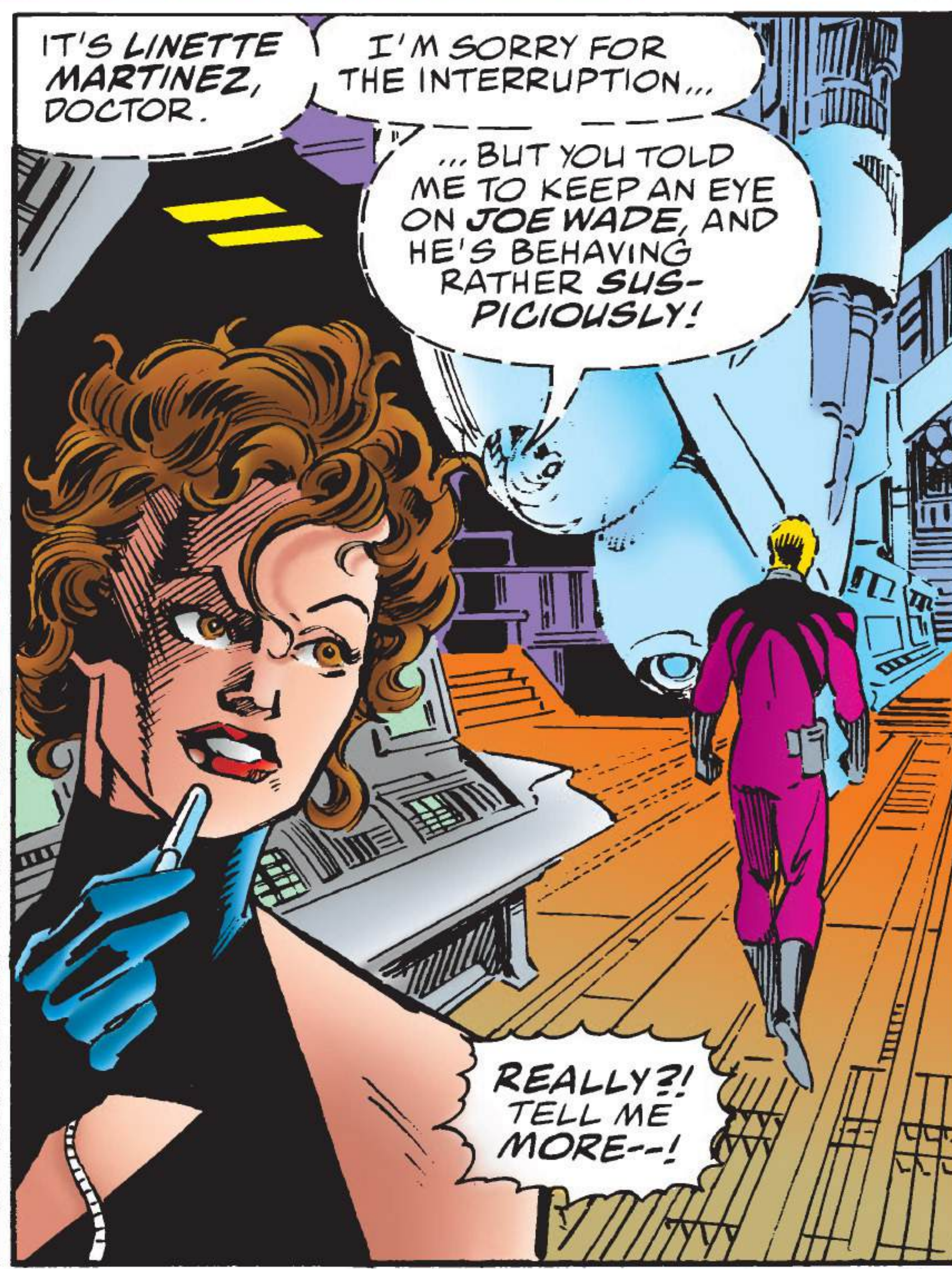
ODD! YOU SOUND SO MECHANICAL, BUT I INSTINCTIVELY KNOW THAT...



...I CAN TRUST YOU!

EXCELLENT! HE'S ALREADY BENDING HER TO HIS WILL, AND--

WHO IS IT? WHAT DO YOU WANT?

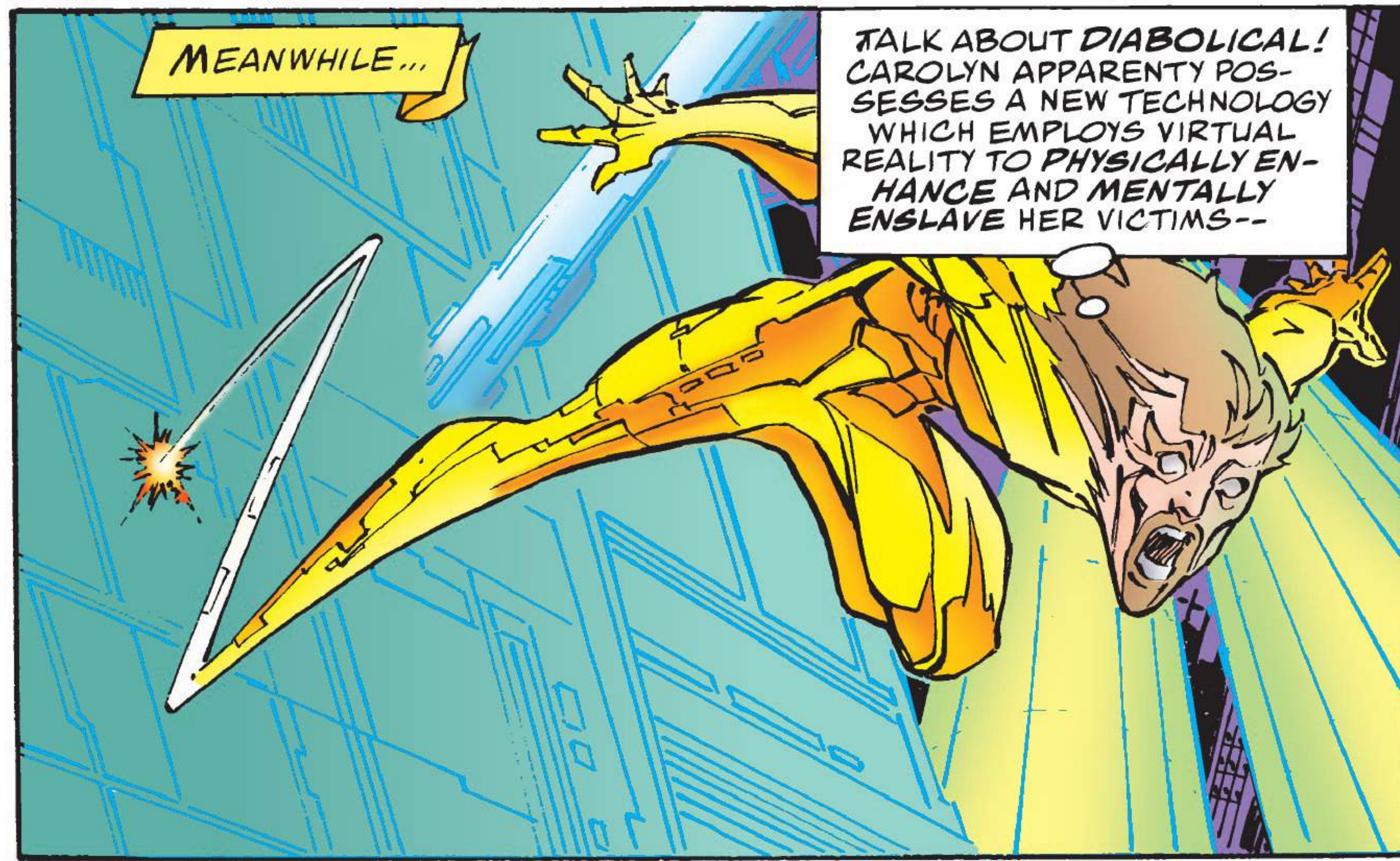


IT'S LINETTE MARTINEZ, DOCTOR.

I'M SORRY FOR THE INTERRUPTION...

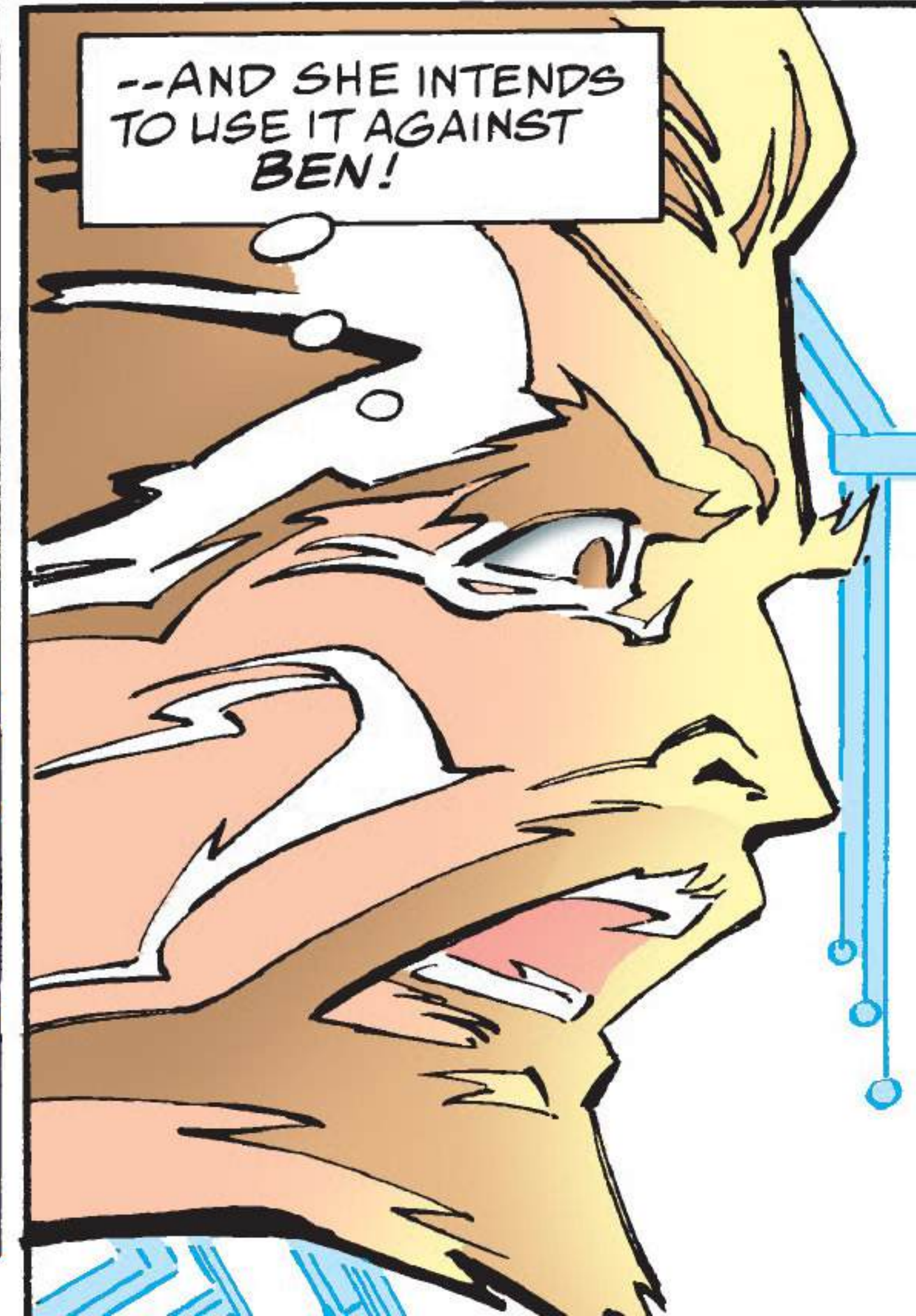
...BUT YOU TOLD ME TO KEEP AN EYE ON JOE WADE, AND HE'S BEHAVING RATHER SUSPICIOUSLY!

REALLY?! TELL ME MORE--!

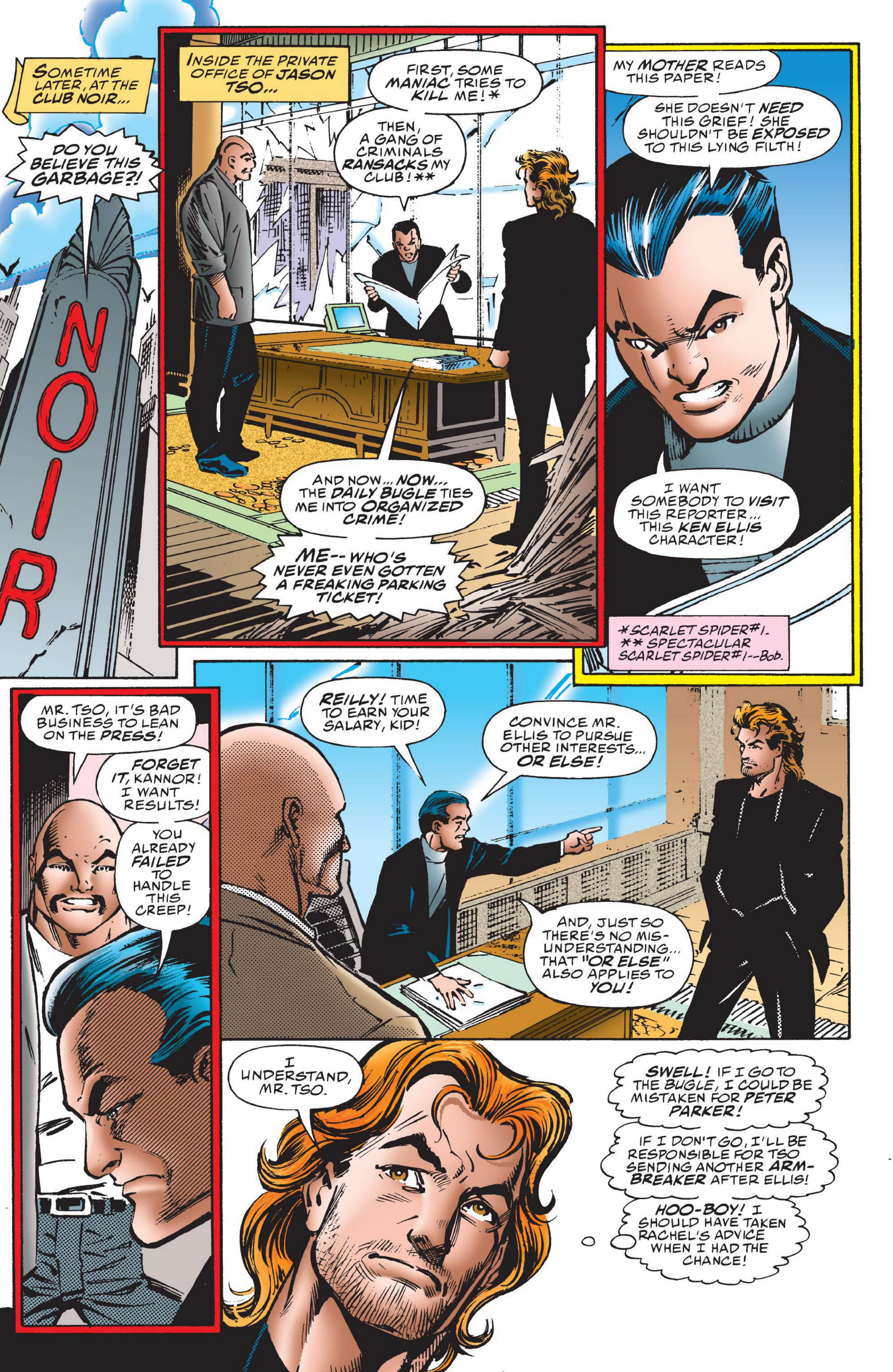


MEANWHILE...

TALK ABOUT DIABOLICAL! CAROLYN APPARENTLY POSSESSES A NEW TECHNOLOGY WHICH EMPLOYS VIRTUAL REALITY TO PHYSICALLY ENHANCE AND MENTALLY ENSLAVE HER VICTIMS--



--AND SHE INTENDS TO USE IT AGAINST BEN!



SOMETIME LATER, AT THE CLUB NOIR...

DO YOU BELIEVE THIS GARBAGE?!

INSIDE THE PRIVATE OFFICE OF JASON TSO...

FIRST, SOME MANIAC TRIES TO KILL ME!*

THEN, A GANG OF CRIMINALS RANSACKS MY CLUB!**

AND NOW... NOW... THE DAILY BUGLE TIES ME INTO ORGANIZED CRIME!

ME-- WHO'S NEVER EVEN GOTTEN A FREAKING PARKING TICKET!

MY MOTHER READS THIS PAPER!

SHE DOESN'T NEED THIS GRIEF! SHE SHOULDN'T BE EXPOSED TO THIS LYING FILTH!

I WANT SOMEBODY TO VISIT THIS REPORTER... THIS KEN ELLIS CHARACTER!

*SCARLET SPIDER#1.
**SPECTACULAR SCARLET SPIDER#1--Bob.

MR. TSO, IT'S BAD BUSINESS TO LEAN ON THE PRESS!

FORGET IT, KANNOR! I WANT RESULTS!

YOU ALREADY FAILED TO HANDLE THIS CREEP!

REILLY! TIME TO EARN YOUR SALARY, KID!

CONVINCE MR. ELLIS TO PURSUE OTHER INTERESTS... OR ELSE!

AND, JUST SO THERE'S NO MIS-UNDERSTANDING... THAT "OR ELSE" ALSO APPLIES TO YOU!

I UNDERSTAND, MR. TSO.

SWELL! IF I GO TO THE BUGLE, I COULD BE MISTAKEN FOR PETER PARKER!

IF I DON'T GO, I'LL BE RESPONSIBLE FOR TSO SENDING ANOTHER ARM-BREAKER AFTER ELLIS!

HOO-BOY! I SHOULD HAVE TAKEN RACHEL'S ADVICE WHEN I HAD THE CHANCE!

AND, EVEN AS BEN REILLY WEIGHS HIS EQUALLY DEPRESSING CHOICES--

--A FOREIGN-MADE MINIVAN JIGGLES INTO A PARKING SPACE ACROSS FROM THE DAILY BUGLE!

HIS NAME IS KEN ELLIS!

THE BUGLE HAS GIVEN THE SCARLET SPIDER MORE COVERAGE THAN ANY OTHER NEW YORK PAPER--

--AND ELLIS SEEMS TO BE THE RESIDENT AUTHORITY!

FINE! YOUR SCORE CLOCK STARTS TICKING THE MOMENT YOU EXIT THIS VAN!

THAT'S WHAT I LOVE ABOUT YOU MONITORS!

ENTERING THE DAILY BUGLE BUILDING, JOYSTICK TAKES THE EXPRESS ELEVATOR TO THE NEWSROOM...

HEY, CUTIE! ANY CHANCE YOU CAN DIRECT ME TO KEN ELLIS?

UH... YEAH... I... COULD... UFFF!

YOU'RE SOOO SUPPORTIVE!

SWELL! I SPLOTCHED ALL OVER MY-- LIKE, WOW!

UH, MAYBE YOU'D RATHER SEE BEN URICH?

ANYBODY WILL, LIKE, TELL YOU THAT... er... HE'S THE TOP REPORTER!

PERHAPS, BUT I WANT ELLIS!

UH... SURE... WHATEVER!

SMOOTH, PHIL! REAL-LEEEE SMOOTH!

DORK!

I'D LOVE TO CHAT AWAY THE DAY, CUTIE... BUT I'M ON A CLOCK.

PLEASE HAVE ELLIS CALL MY HOTEL.

CAPICE?

UH, YEAH...!

WHOA-BABY! YOU DESERVE SO MUCH BETTER THAN ELLIS!

BUT MY UNCLE BEN DOESN'T STEAL STORIES!

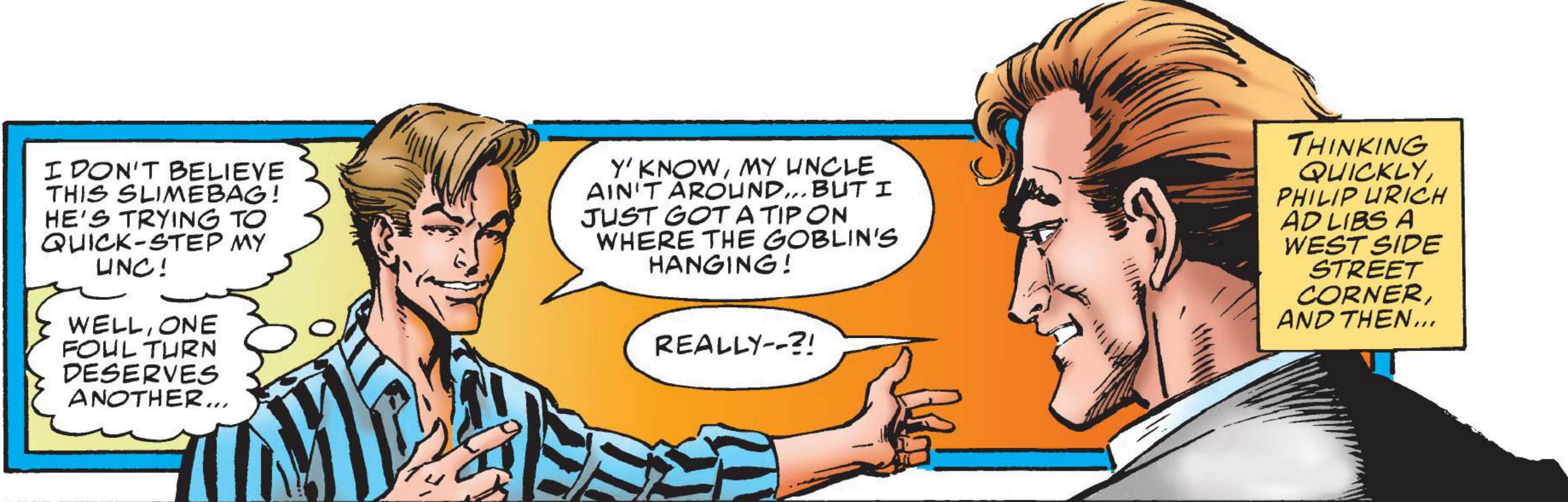
NOT INTENTIONALLY!

HEY, KID! YOU'RE URICH'S INTERN, RIGHT? HIS NEPHEW PHIL?

I'VE BEEN READING HIS COVERAGE OF THE NEW GREEN GOBLIN. NOT BAD! I'D DO BETTER, OF COURSE!

YOU INTO THE GOBLIN, MR. ELLIS?

I COULD BE...



I DON'T BELIEVE THIS SLIMEBAG! HE'S TRYING TO QUICK-STEP MY UNC!

WELL, ONE FOUL TURN DESERVES ANOTHER...

Y' KNOW, MY UNCLE AIN'T AROUND... BUT I JUST GOT A TIP ON WHERE THE GOBLIN'S HANGING!

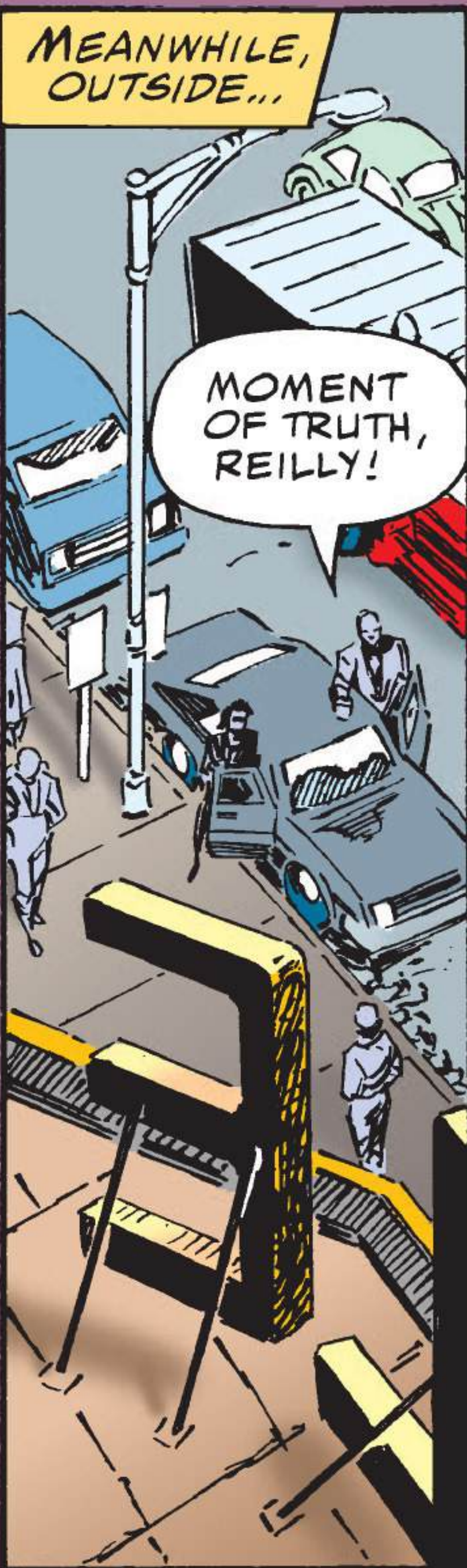
REALLY--?!

THINKING QUICKLY, PHILIP URICH AD LIBS A WEST SIDE STREET CORNER, AND THEN...



I OWE YOU, KID!

LIKE... HARDLY!



MEANWHILE, OUTSIDE...

MOMENT OF TRUTH, REILLY!



YOU SURE YOU WANT TO GO THROUGH WITH THIS--?

I GOT A CHOICE?!

NOPE!

THANKS FOR THE RIDE, KANNOR! I'LL CATCH YOU TOMORROW!



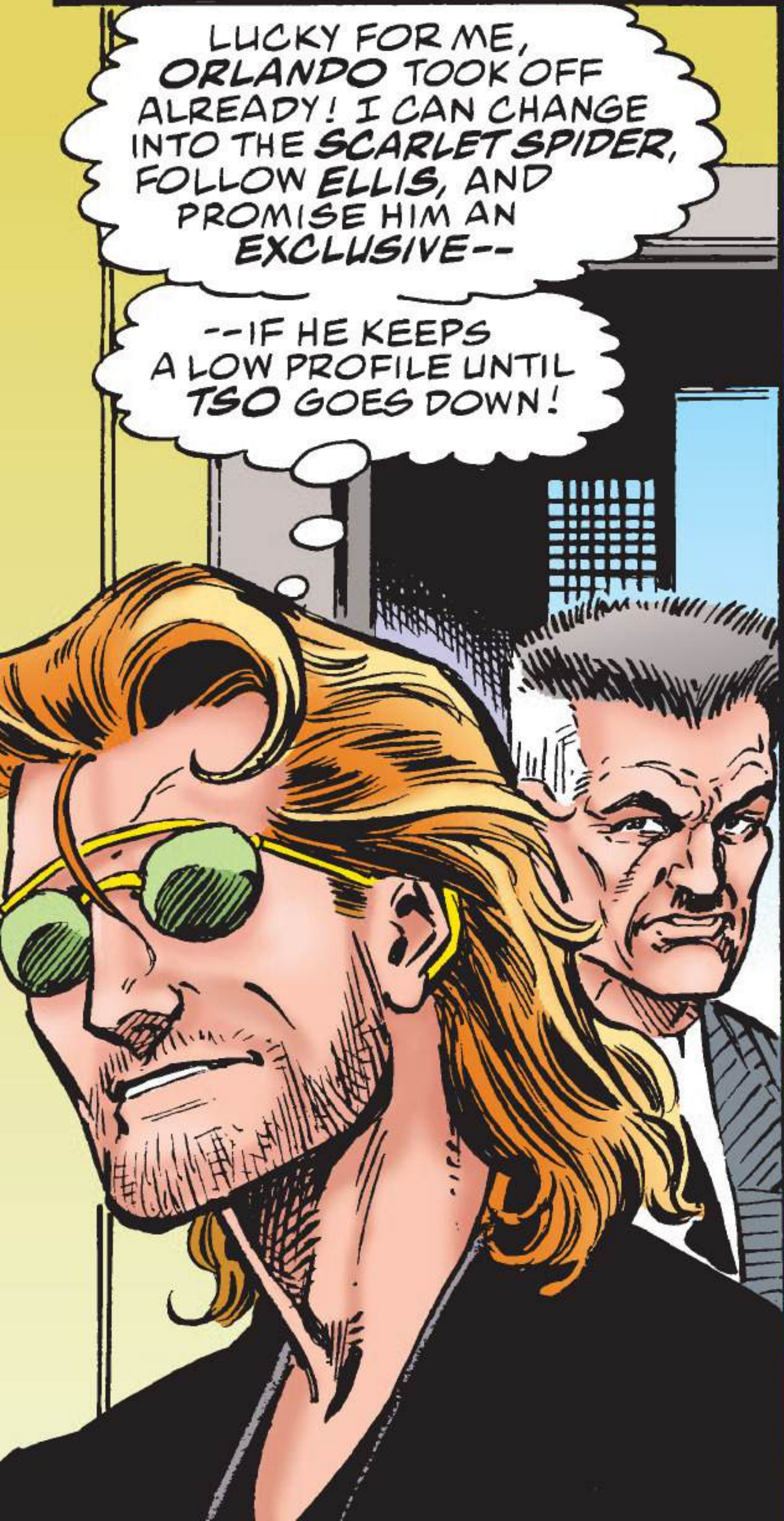
I HATE THIS JOB!

I HATE MY LIFE!

BUT, MOST OF ALL, I HATE--HEY!

THAT MAN EXITING THE BUGLE--IT'S ELLIS!

BE REAL FUNNY IF THAT KID HELPS ME SCOOP HIS OWN UNCLE!



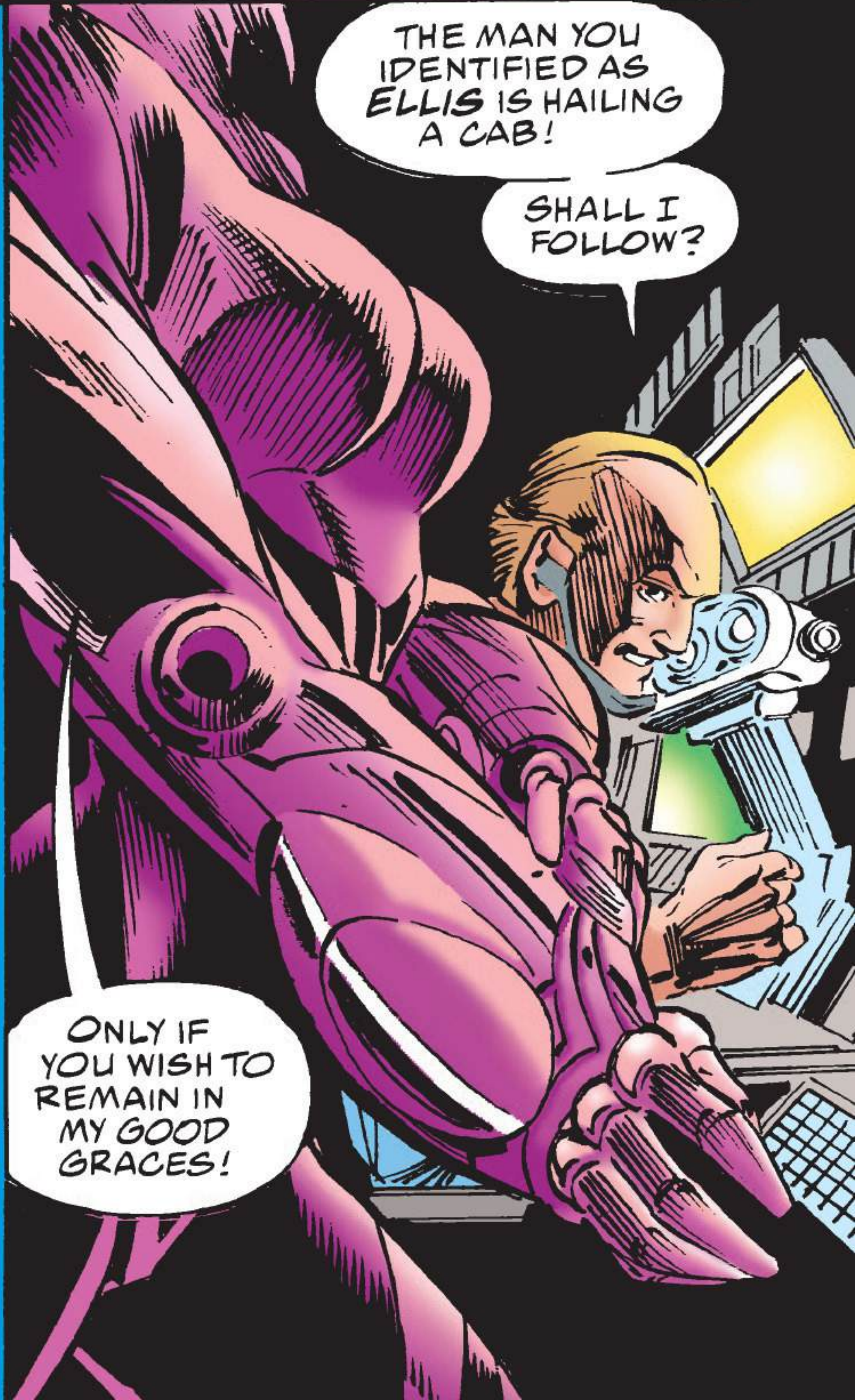
LUCKY FOR ME, ORLANDO TOOK OFF ALREADY! I CAN CHANGE INTO THE SCARLET SPIDER, FOLLOW ELLIS, AND PROMISE HIM AN EXCLUSIVE--

--IF HE KEEPS A LOW PROFILE UNTIL TSO GOES DOWN!



THAT YOUNG MAN! WASN'T THAT--?

nah! MUST HAVE BEEN MY IMAGINATION!



THE MAN YOU IDENTIFIED AS ELLIS IS HAILING A CAB!

SHALL I FOLLOW?

ONLY IF YOU WISH TO REMAIN IN MY GOOD GRACES!

AND, EVEN AS KEN ELLIS UNWITTINGLY LEADS A PARADE AROUND TOWN...

--PHILIP URICH ARRIVES AT HIS EAST VILLAGE LOFT--

--AND THEN, THE GAME IS MOST DEFINITELY AFOOT!

TWENTY MINUTES LATER, ON THE WEST SIDE OF TOWN...

C'MON, ELLIS-- DO SOMETHING!

YOU SEEMED TO BE IN A REAL HURRY A FEW MINUTES AGO...

...NOW YOU'RE JUST HANGING OUT!

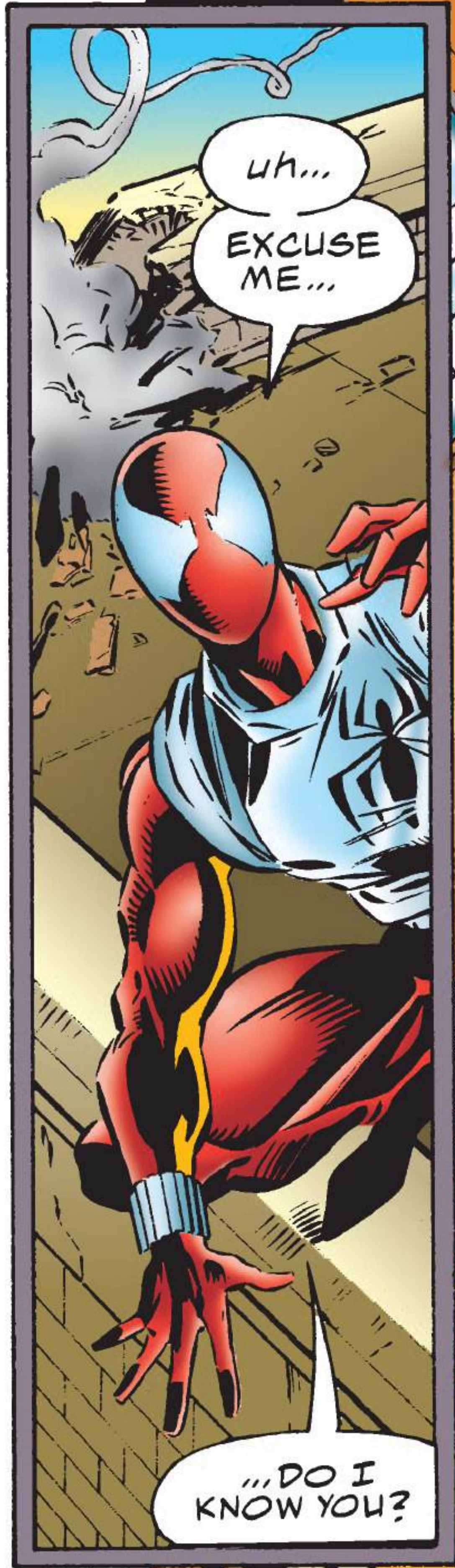
WHAT AM I GONNA DO? I'VE GOT TO TALK TO THE MAN, BUT I DOUBT HE'LL BE REAL RECEPTIVE IF I ACCIDENTALLY RUIN HIS RENDEZVOUS!

UNFORTUNATELY, I CAN'T WAIT MUCH LONGER! I'VE GOT TO MEET CARRIE, AND I DON'T DARE--
YIKES!

SOME KIND OF ENERGY BLAST! TERRIFIC! WHO'S TARGETING ME THIS TIME?

DOCTOR OCTOPUS? HER STRIKE FORCE? MORE CYBER-SLAYERS? OR...

BA-ZA
RK!



uh...
EXCUSE ME...

...DO I
KNOW YOU?



DOUBT
IT!

YOU CAN
CALL ME
JOYSTICK!

FOR AS
LONG AS YOU
REMAIN
CONSCIOUS!

CONGRATULATIONS!
YOU'VE BEEN CHOSEN
AS A PARTICIPANT IN THE
GREAT GAME!

ONCE MY MONITOR
HAS CERTIFIED YOUR
IDENTITY, AND SIGNED
OFF ON YOU AS A WORTHY
CHALLENGER--

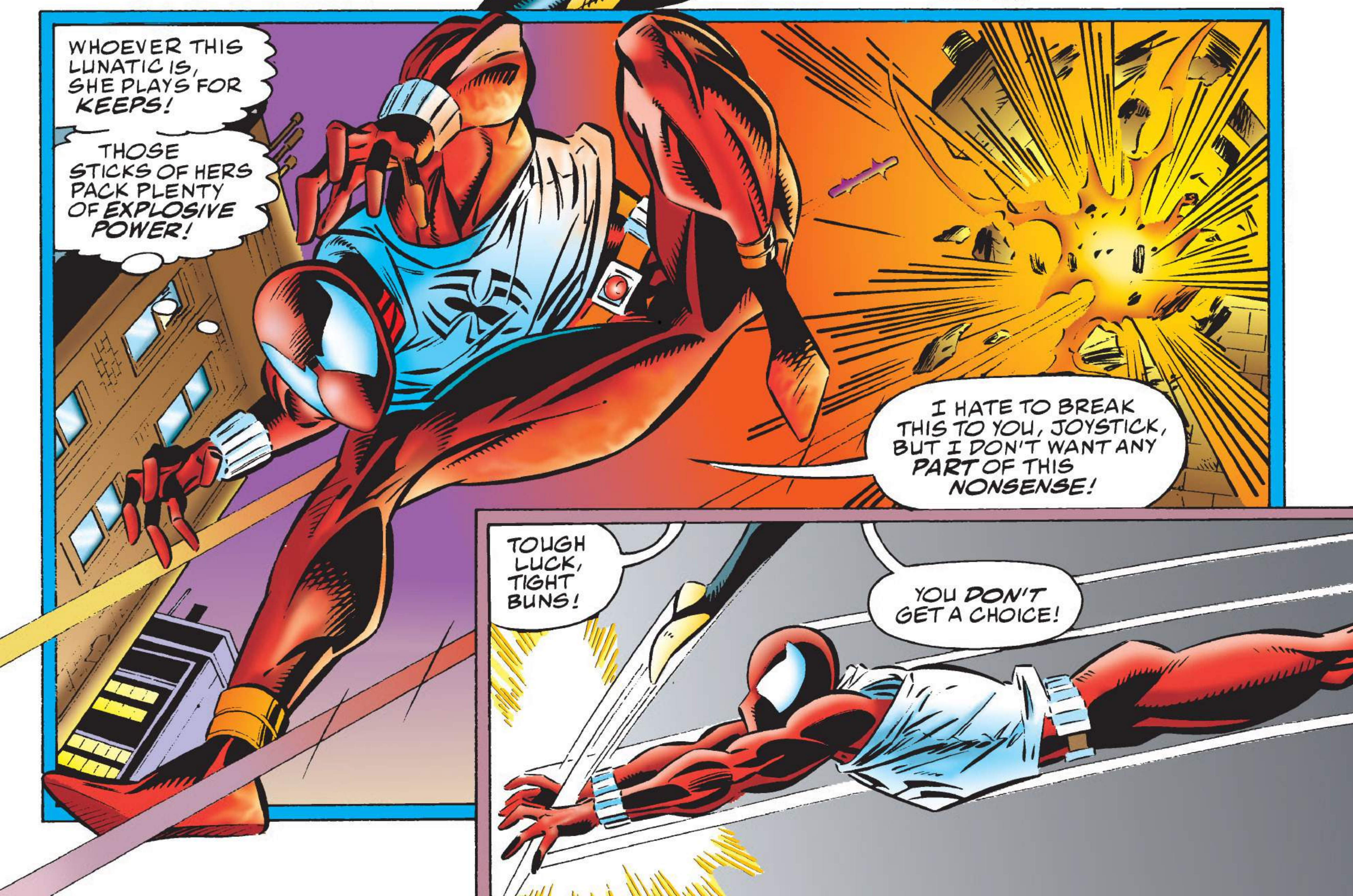
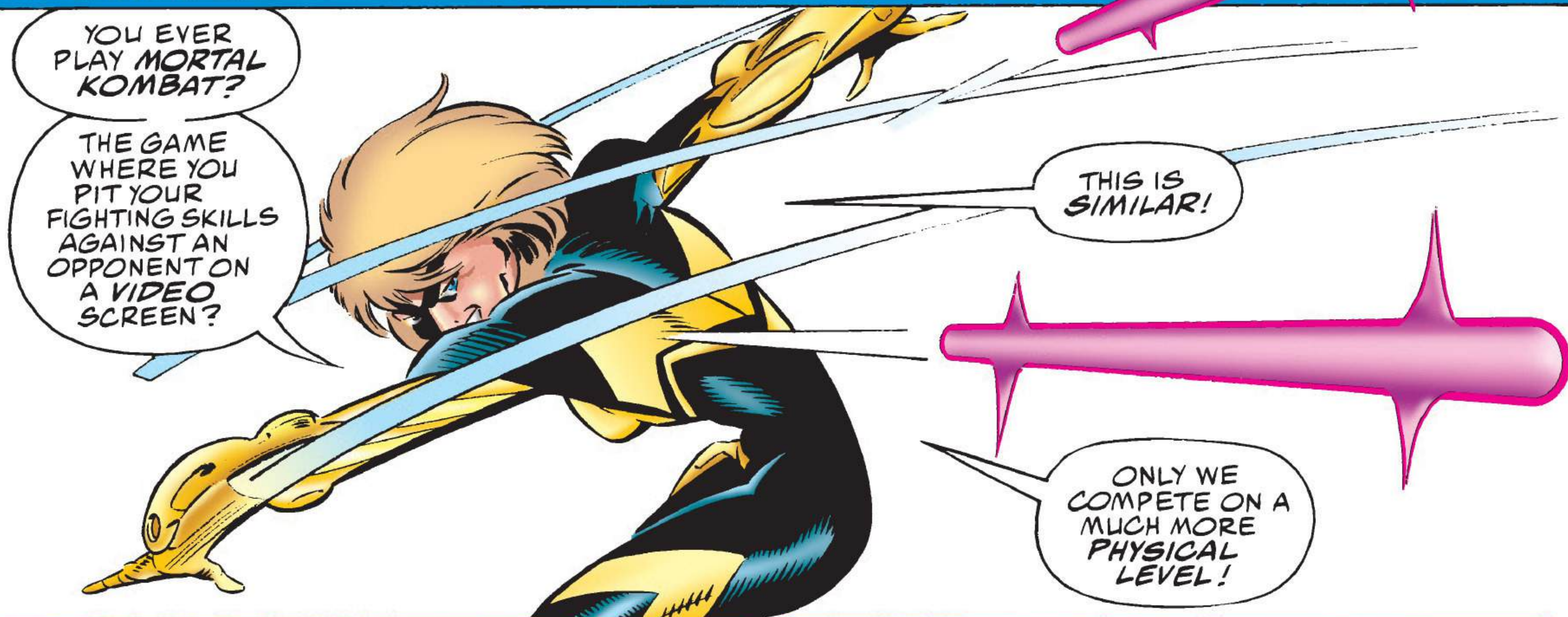
--YOU AND
I CAN GET DOWN
TO SOME MAJOR
GRATUITOUS
VIOLENCE!

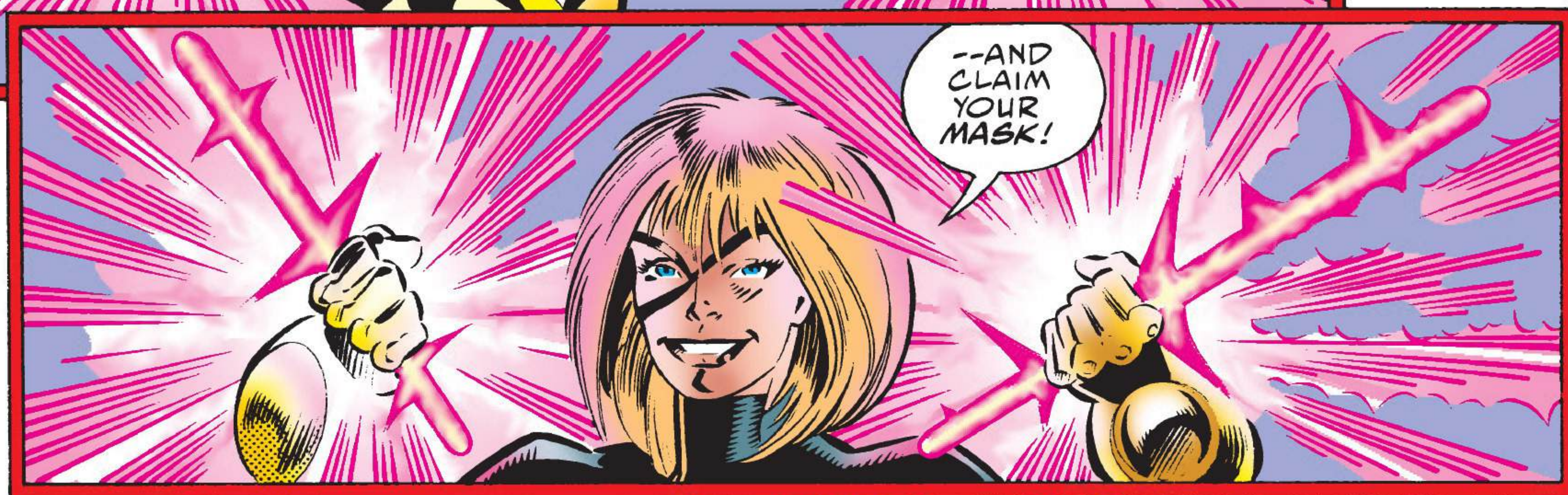
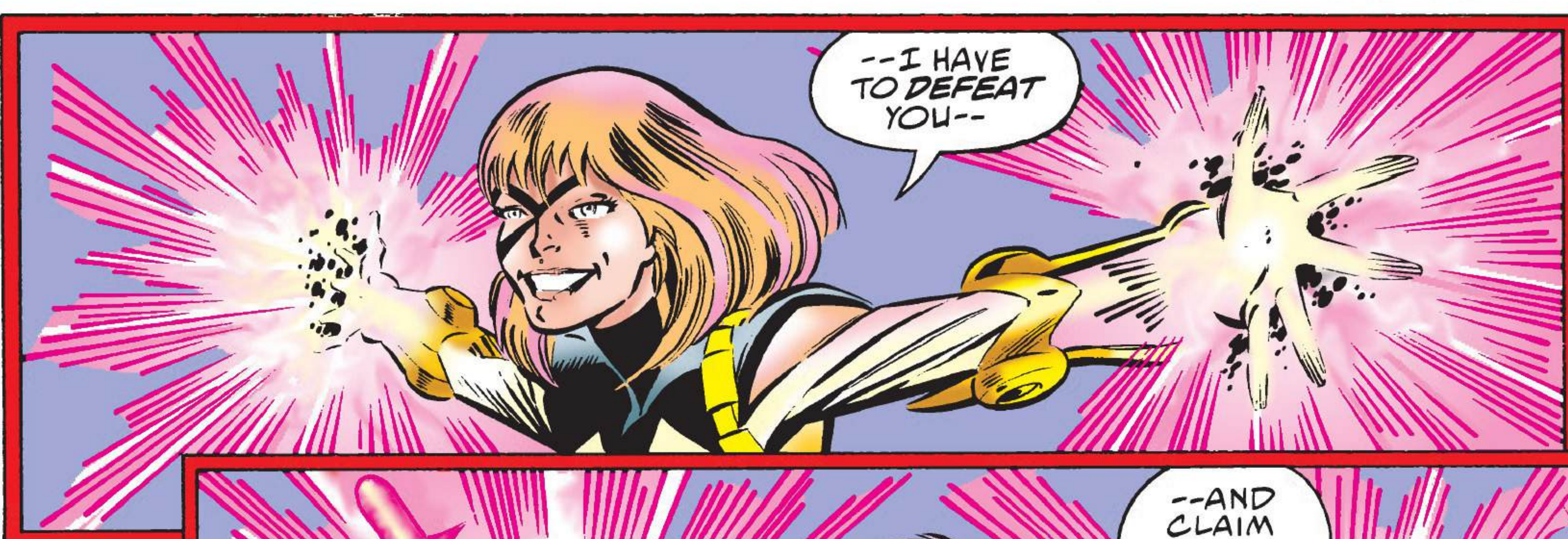
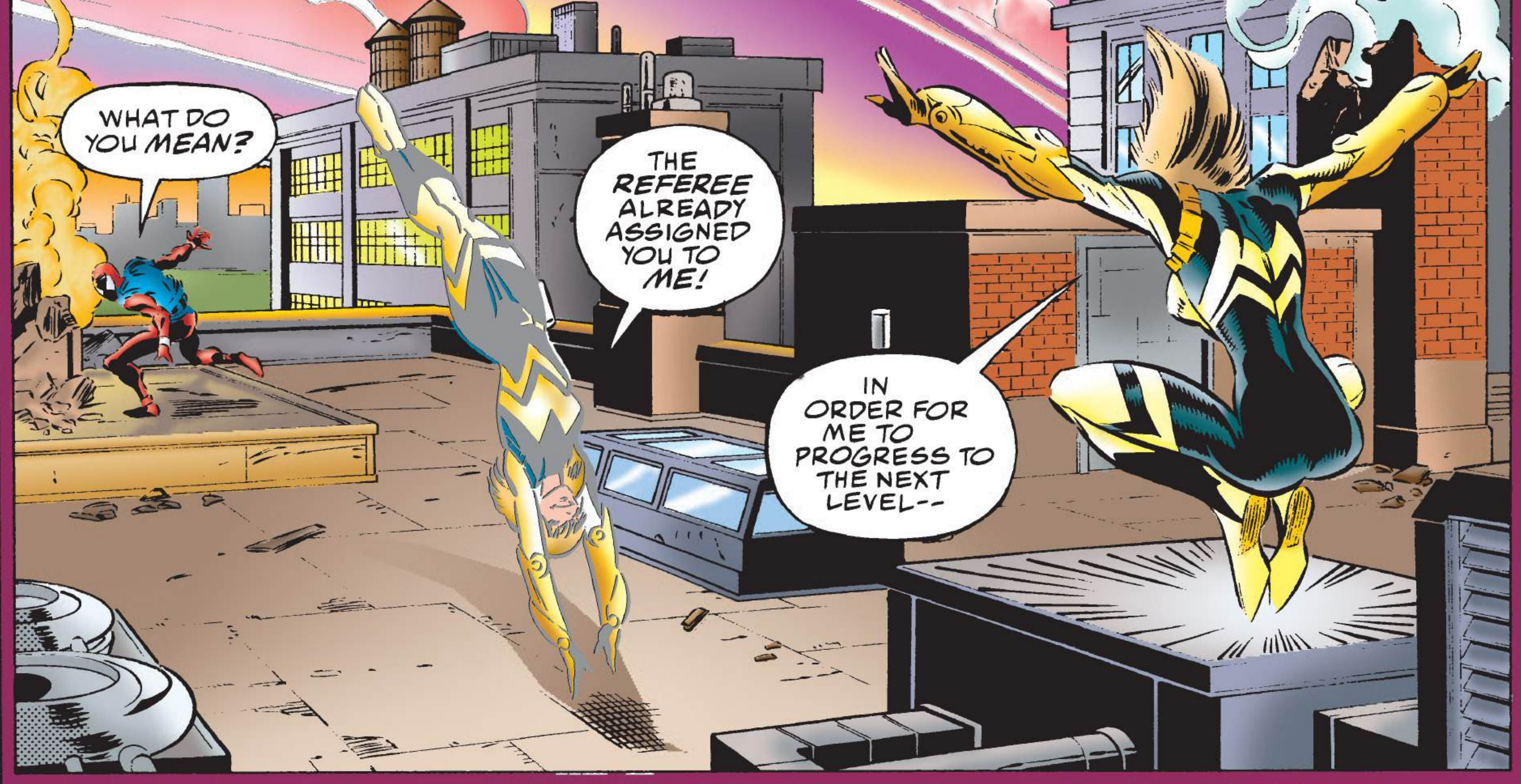
KEN ELLIS, IT LOOKS
LIKE YOU STRUCK
PAYDIRT!

THIS STORY
COULD BE BIG!
REAL BIG!



WE MIGHT
EVEN BE TALKING
PULITZER!





BUT THEN, A MERE INSTANT BEFORE DEATH CAN CLAIM HIM, HE IS YANKED TO SAFETY BY A MOST GRIM AND UNLIKELY ANGEL OF MERCY!

uh, oh!

HIS CAREER IS SUDDENLY FORGOTTEN, AS SEVERAL HUNDRED POUNDS OF CONCRETE AND MORTAR LUNGE TOWARD KEN ELLIS--!

HA HA HA HA HA HA!

MY GOD--!

IT'S THE GREEN GOBLIN!

WHAT'S WITH THIS SCENE?!

I ONLY WANTED TO DRUM ELLIS FOR TRYING TO DOG MY UNCLE, BUT THIS IS, LIKE, WACKED OUT!

MONITOR, CAN YOU HEAR ME--?

A LFP* HAS ENTERED THE GAME!

CONFIRMED! DO YOU WISH TO WITHDRAW--?

NO WAY! I SCORED A FIRST CONTACT IN RECORD TIME!

LET'S COMPLETE THE ROUND! I WANT MY POINTS!

UNDERSTOOD!

*AN "UNIDENTIFIED FLYING PLAYER"--Bob.



THE SCARLET SPIDER IS ON THE SCENE...

...AND WE DIDN'T EXACTLY **BOND** THE LAST TIME WE MET!*

HEY, GOBLIN... HOW'S ABOUT AN INTERVIEW?

UH... NOT NOW, PAL!

I'M KINDA BUSY!

*AS SHOWN IN WEB OF SPIDER-MAN #125--Bob.



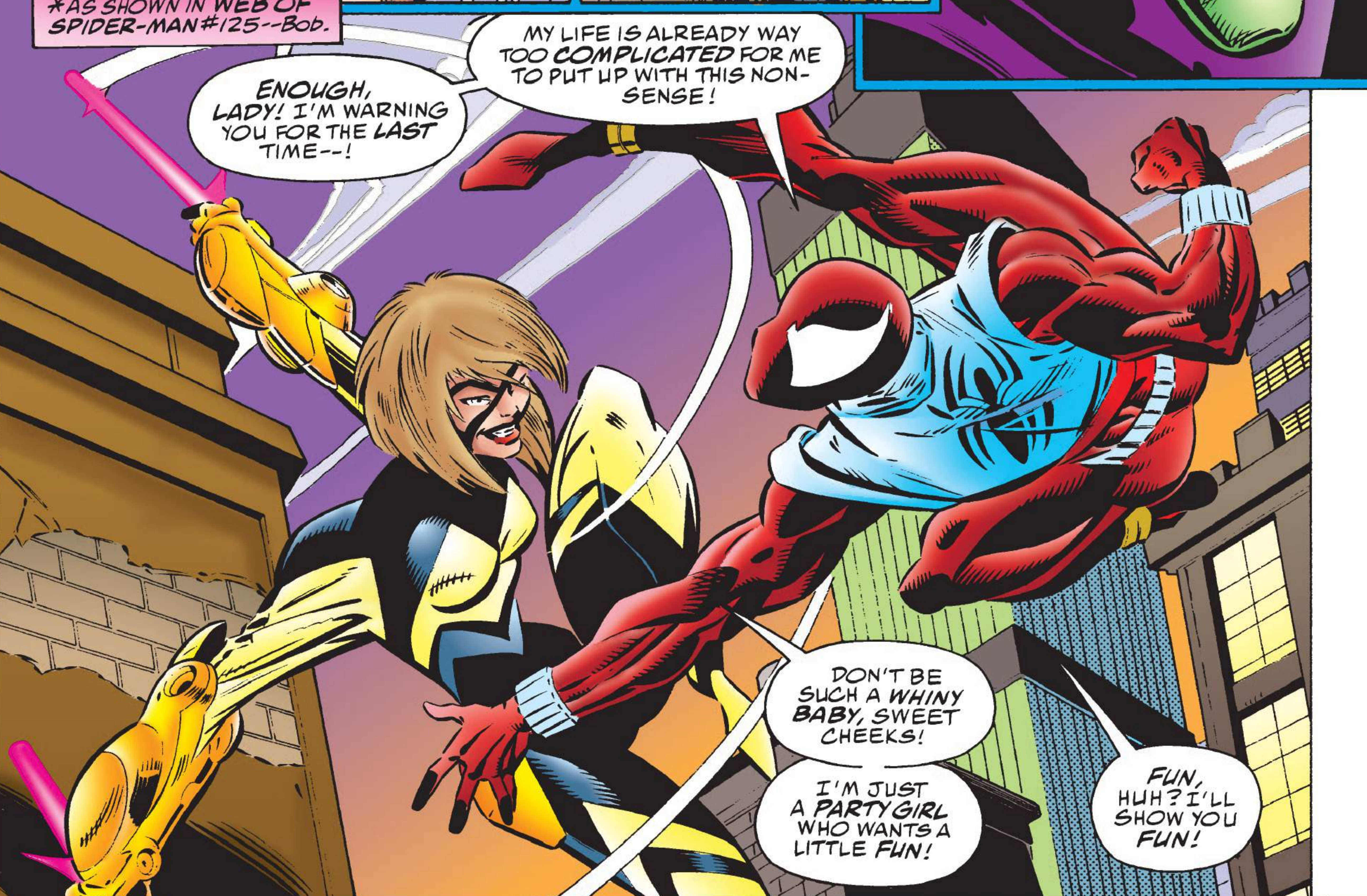
TAKE A SEAT, AND I'LL CATCH YOU LATER!

LIKE... NEVER!



I KNOW I SHOULD BOOK BEFORE THE SPIDER SPOTS ME, BUT THAT'S THE MAJOR BABE WHO PLAYED ME AT THE BUGLE!

WHAT'S SHE DOING HERE?!



ENOUGH, LADY! I'M WARNING YOU FOR THE LAST TIME--!

MY LIFE IS ALREADY WAY TOO COMPLICATED FOR ME TO PUT UP WITH THIS NON-SENSE!

DON'T BE SUCH A WHINY BABY, SWEET CHEEKS!

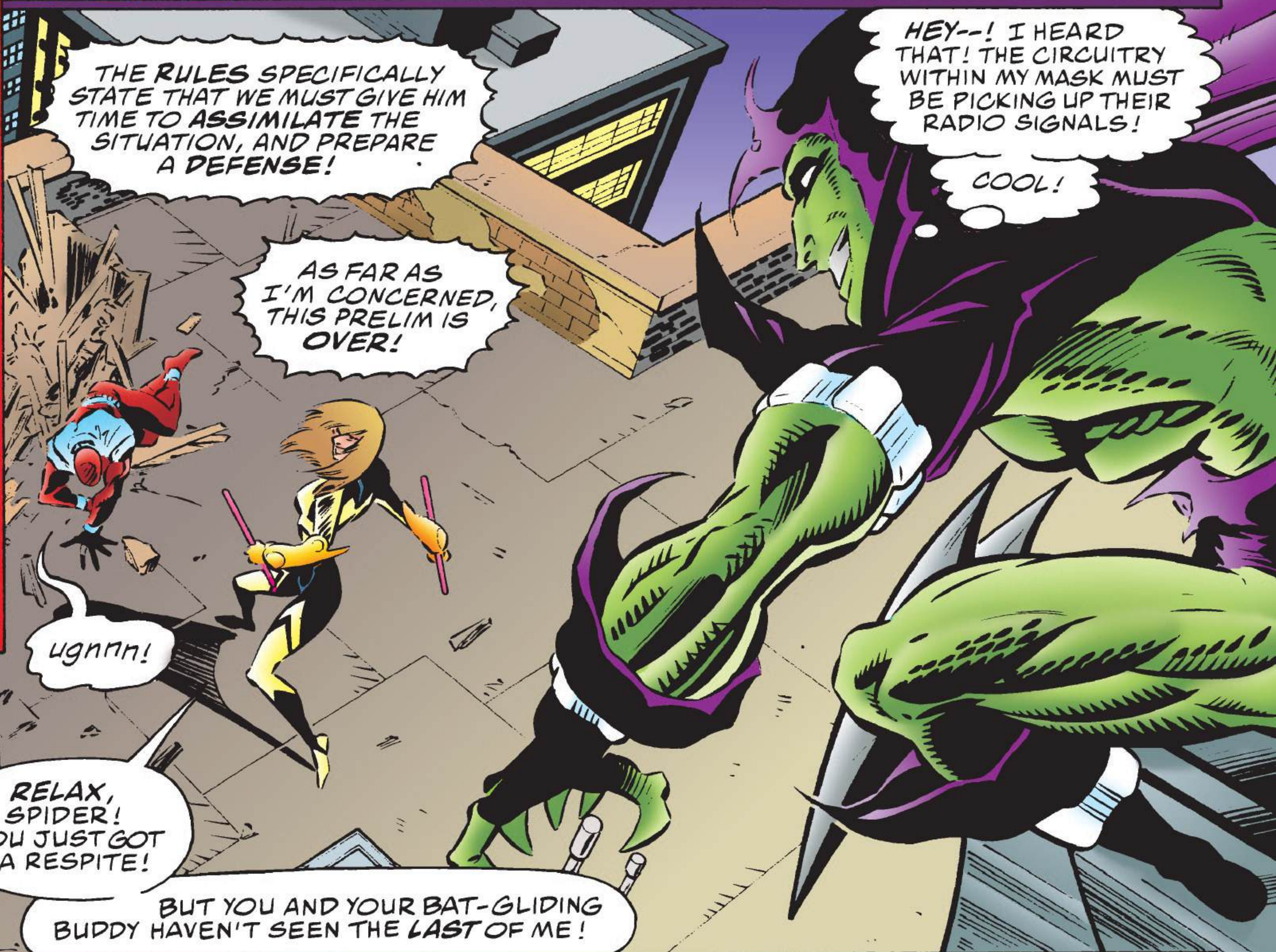
I'M JUST A PARTY GIRL WHO WANTS A LITTLE FUN!

FUN, HUH? I'LL SHOW YOU FUN!



LET'S SEE HOW WELL YOU PLAY "DODGE THE FIST!"

AT LAST! YOU'RE FINALLY SHOWING THE RIGHT SPIRIT--!





WHERE...
WHERE'D SHE GO?!



DON'T ASK ME!
?
HEY, FELLA, I DON'T MEAN TO BE PUSHY OR ANYTHING, BUT...
...WHERE'D YOU COME FROM?

UH... I WAS JUST, YOU KNOW... FLYING AROUND!
LOOK, WEBS, BE COOL! I GOT NO GRIPE WITH YOU!



THAT'S A LOAD OFF MY MIND--!



MAYBE I CAN HELP YOU TRACK THAT LADY!
LIKE I'M REALLY READY TO PAL WITH THE GREEN GOBLIN, AND-- OHMIGOSH! YOU GOT THE TIME?
A LITTLE AFTER SIX!

C'MON, MAN! CUT ME SOME SLACK! IT AIN'T EASY BEING THE NEW GUY IN TOWN--!

NO... IT SURE AIN'T!



I'M DEAD!
I AM DEAD!
WHAT DO YOU SAY--? YOU WANT MY HELP?!

AH... OKAY! WE'LL MEET HERE TOMORROW AT MIDNIGHT!



YEAH... WHATEVER!
HEY--! I JUST REMEMBERED!
ELLIS IS STILL STUCK ON THAT WATER TOWER!
MAYBE I SHOULD RESCUE HIM!

LIKE... FAT CHANCE!

MEANWHILE, A
DOZEN BLOCKS
AWAY...

WHAT'S THE
VERDICT?

BASED ON MY
OBSERVATIONS, I'D SAY
THE **CENTRAL COMMITTEE**
WILL AWARD ANYWHERE
BETWEEN 1,500 AND 2,000
POINTS FOR THE **SCARLET**
SPIDER!

SOUNDS
FAIR TO ME--!

LET'S
NAIL HIM!

AND, SPEAKING
OF NAILING
BEN REILLY...

HE IS DEAD!

DEAD!

DEAD!

uh...

HI,
CARRIE!

Ah... MR.
REILLY!

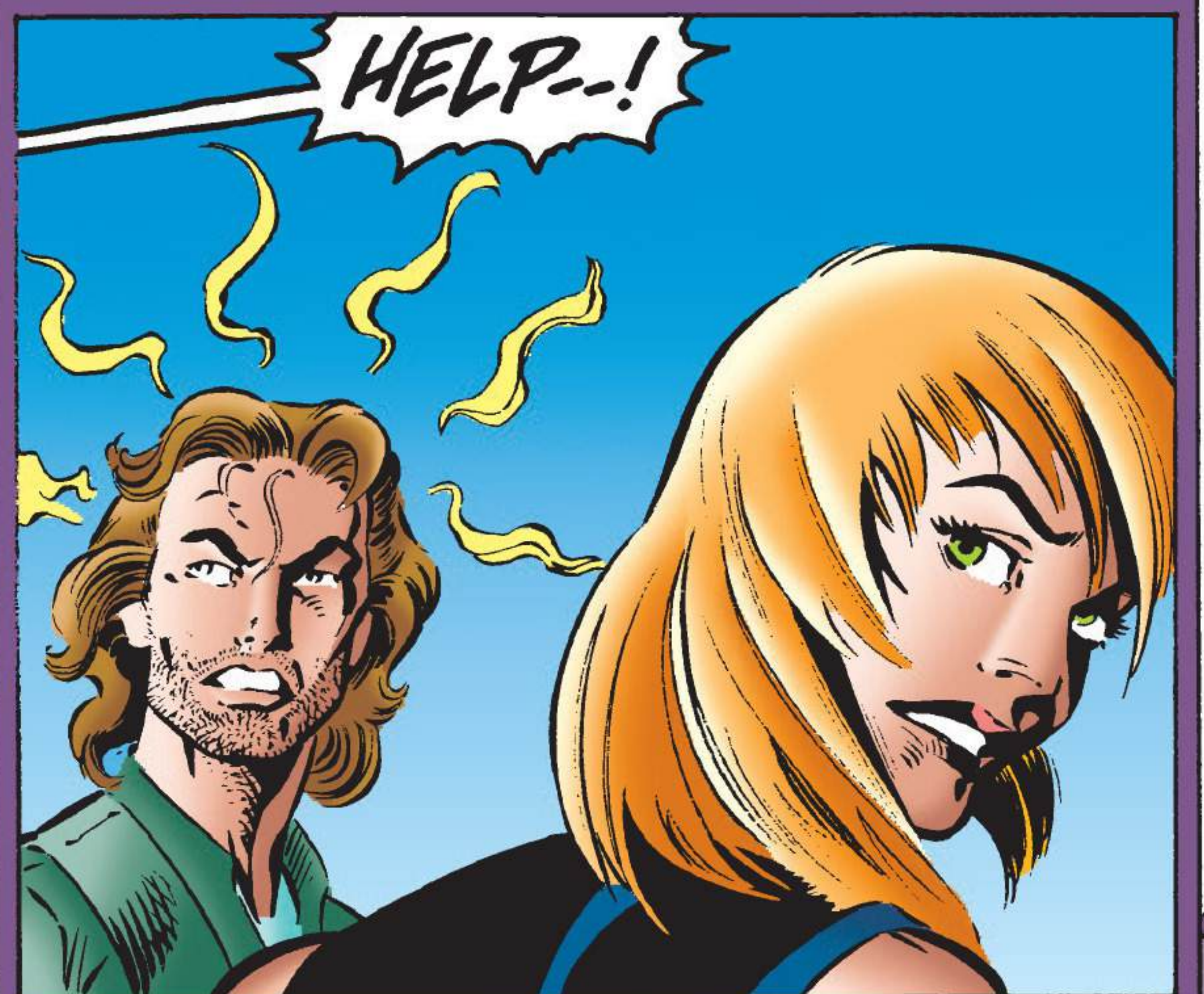
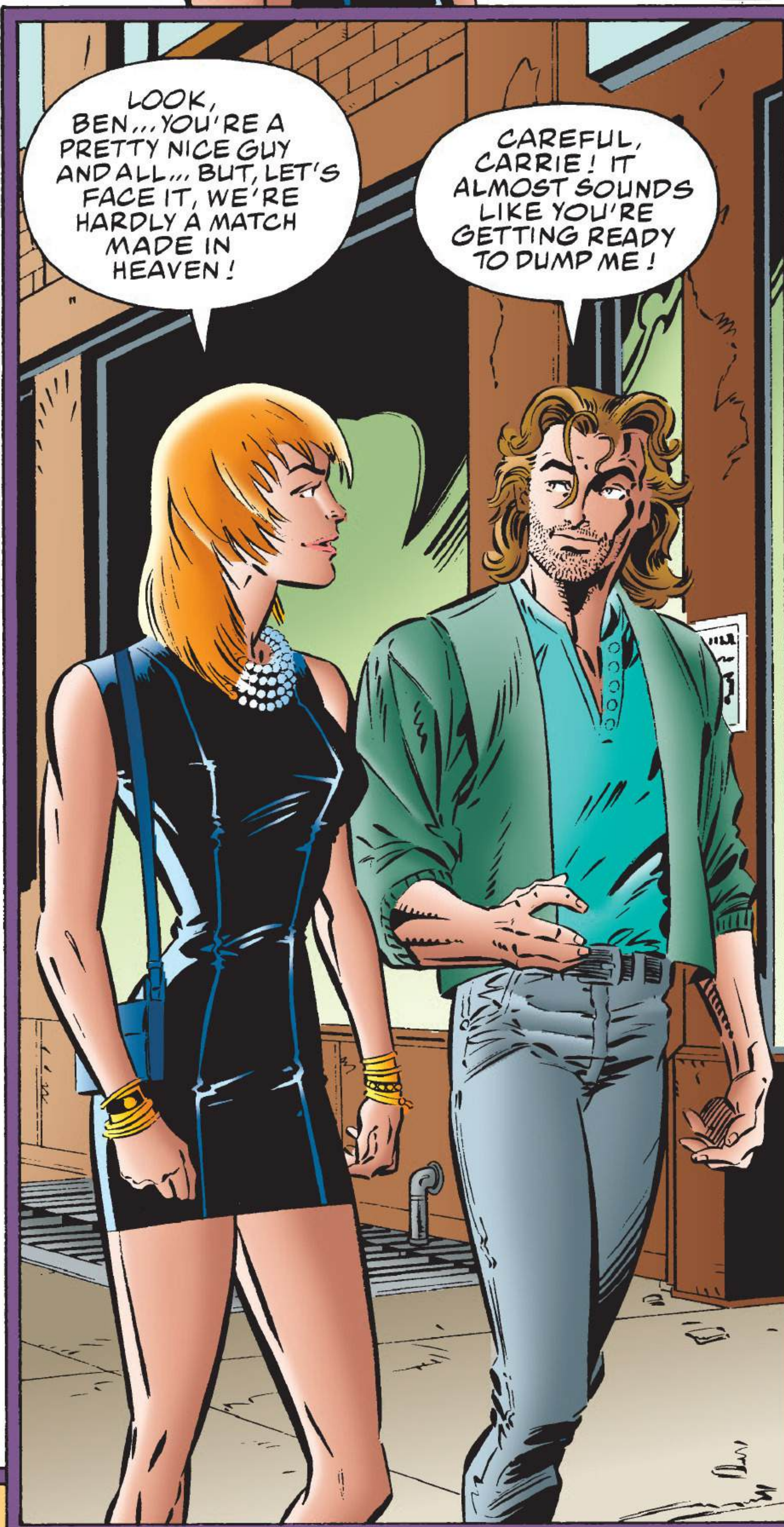
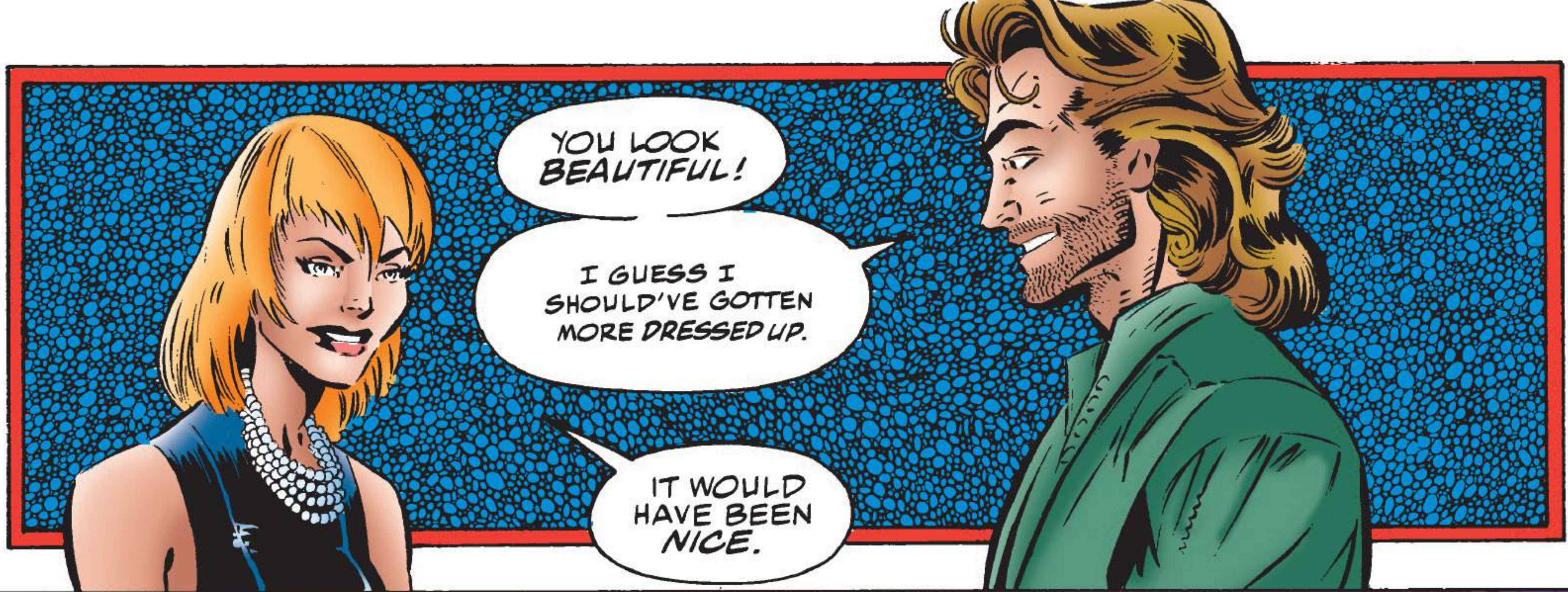
SO GOOD
OF YOU TO
ARRIVE!

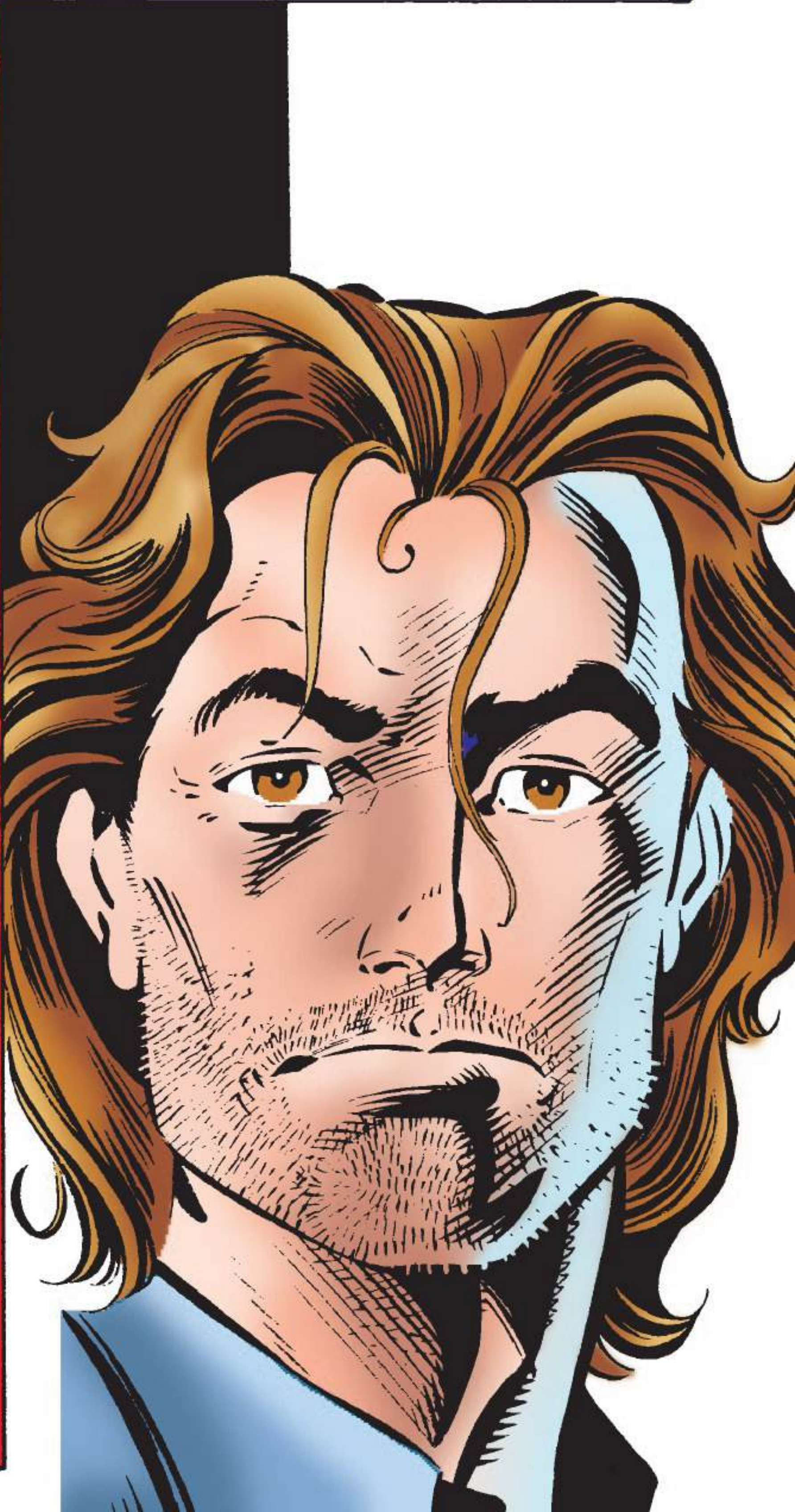
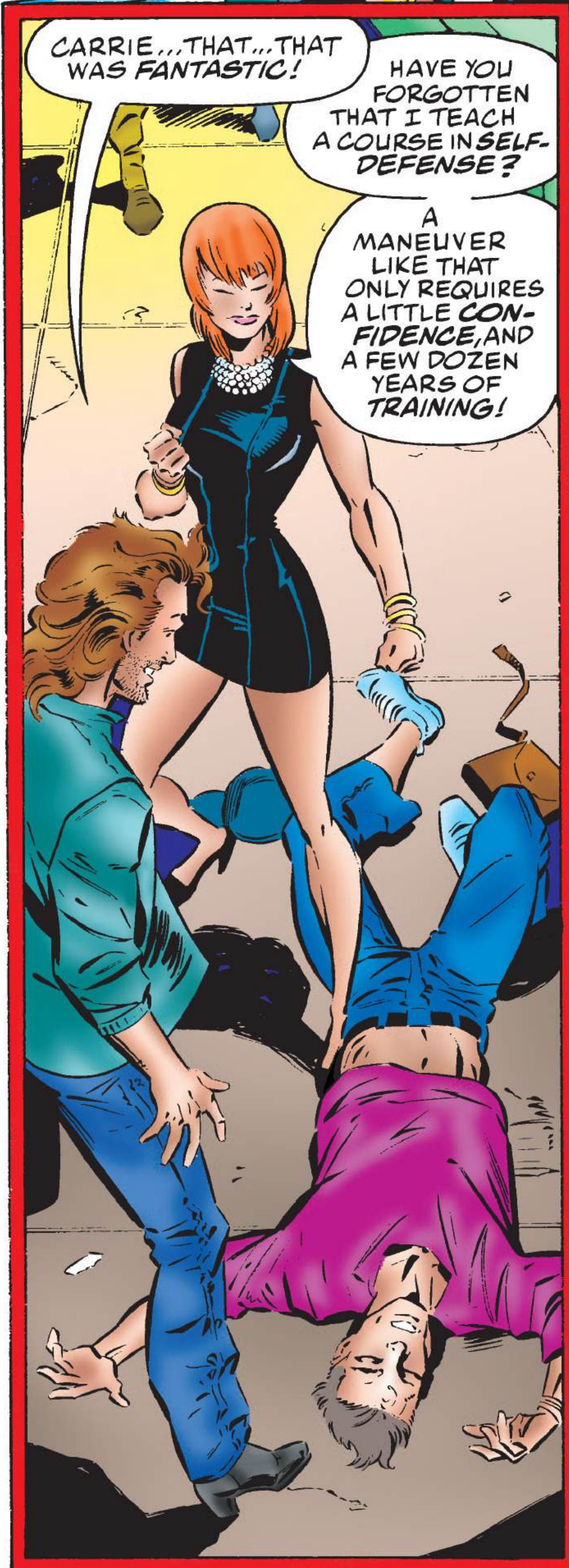
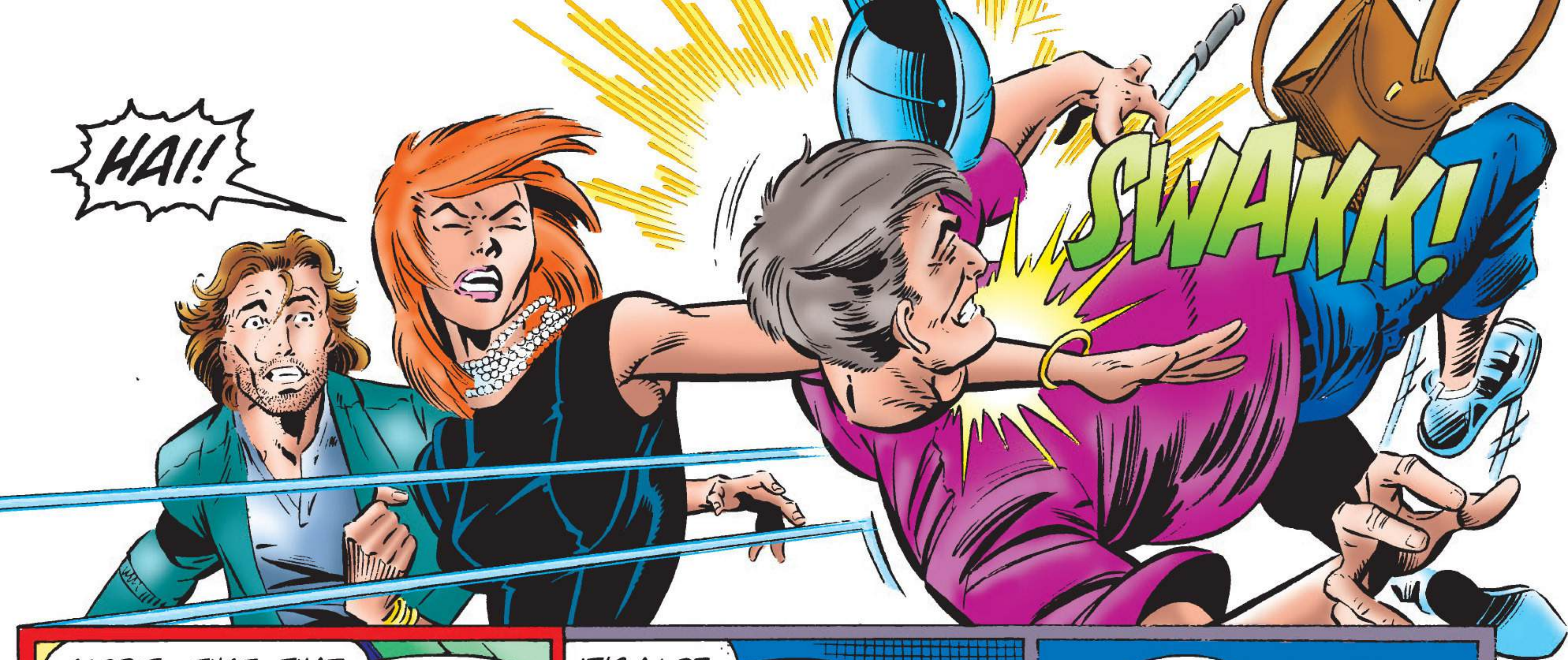
FINALLY!

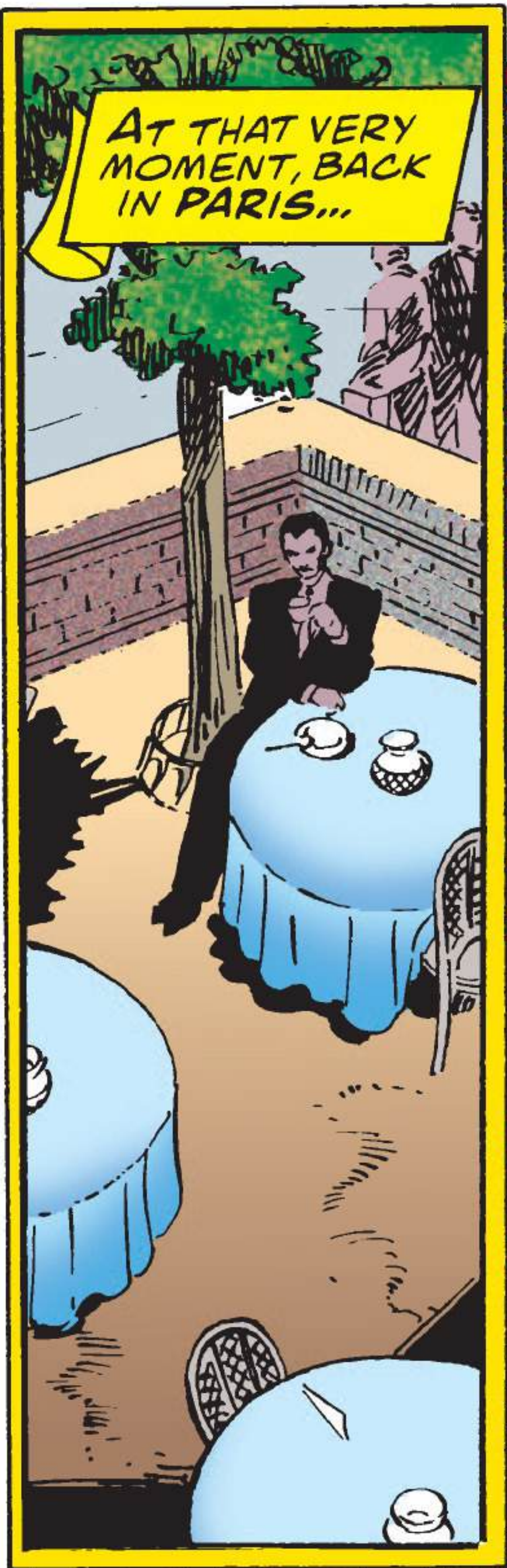
SORRY I'M
LATE! I HOPE YOU
HAVEN'T BEEN WAIT-
ING LONG!

IT DEPENDS
ON HOW YOU
DEFINE "LONG."
IN GEOLOGICAL
TERMS, NO! BUT,
IF YOU MEAN
SINCE SIX
O'CLOCK...

...MY
ANSWER'S AN
UNEQUIVOCAL
YES!







AT THAT VERY
MOMENT, BACK
IN PARIS...



WHERE IS
SHE, HENRI?

WHERE HAVE
YOU SENT THAT
MISERABLE,
SCHEMING
WITCH?!

JOYSTICK
HUMILIATED
ME!

SHE STRIPPED
ME OF MY HONOR...
MY LEVEL... MY VERY
MASK!

H-HAVE YOU
GONE INSANE,
MAN?!

TH-THERE ARE
RULES AGAINST
PERSONAL
RETRIBUTION!

HANG THE
RULES! HANG
THE BLASTED
GAME!

**EL TORO
NEGRO**
WILL HAVE
VENGEANCE!

JOYSTICK WILL
DIE... AS WILL
ALL WHO
OPPOSE ME!

THE GAME CONTINUES IN **GREEN GOBLIN #3!**
THE CYBER WAR PROGRESSES IN **SCARLET
SPIDER #2!** AND, JOIN US NEXT MONTH FOR
AMAZING SPIDER-MAN #407, WHICH GUEST-
STARS **SILVER SABLE, SANDMAN, AND THE
HUMAN TORCH!**



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SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY

GREEN Goblin

CAUGHT
IN THE
SCARLET
SPIDER'S
WEB!



OH, MAA-ANN! I
MUST BE THE WORLD'S
BIGGEST DORK!

RICKO, THE NEIGHBOR-
HOOD PSYCHO IS OUT
PROWLING THE STREETS
FOR ME.

HE'S DETERMINED TO
POUND MY HEAD...
OR WORSE!

ME, I COULDN'T
CARE LESS.

ALL I CAN THINK
ABOUT IS THIS
MAJOR BABE I
RECENTLY MET.

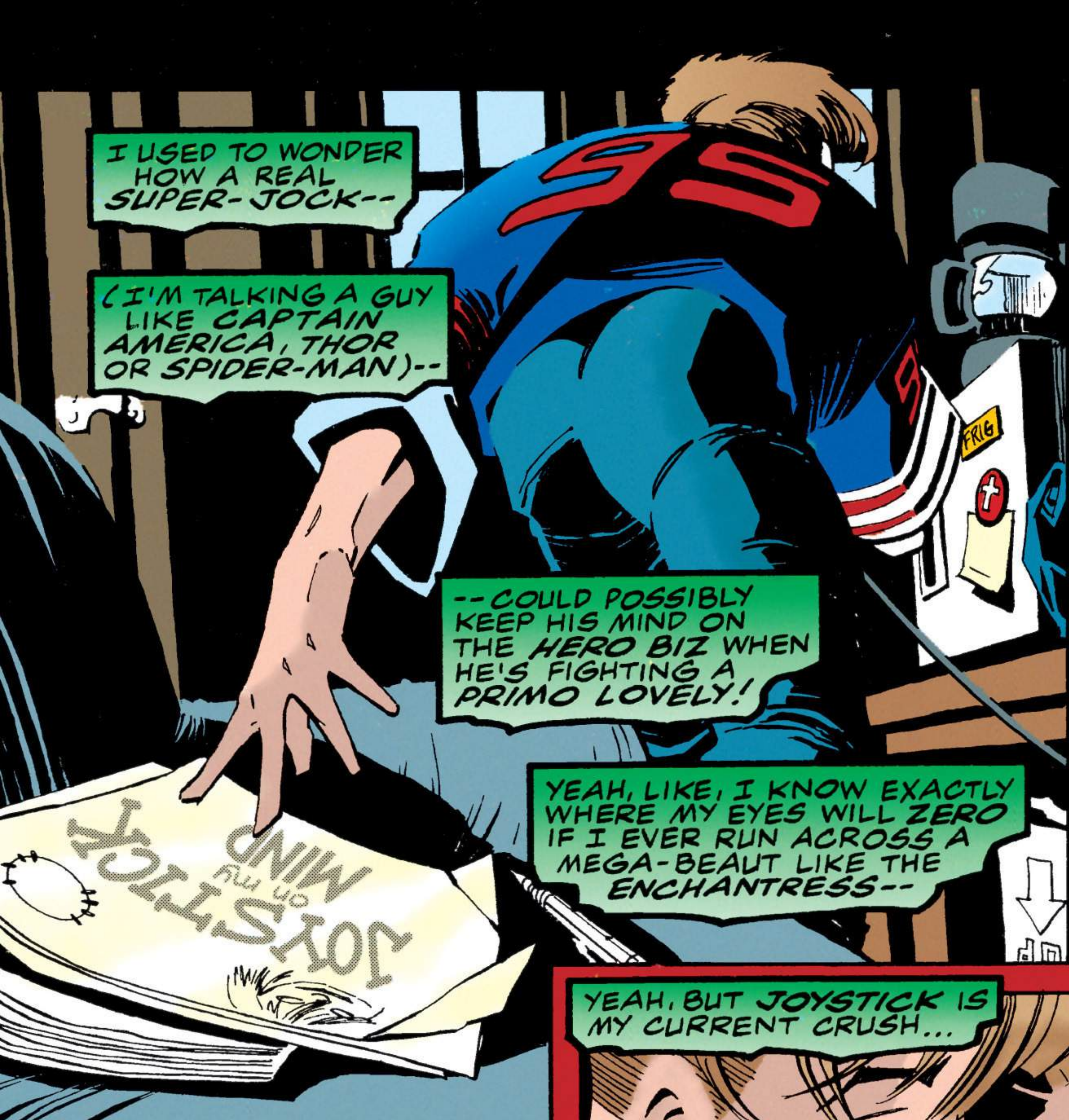
SHE'S MINT,
SEXY, AND
ALL THAT!

UNFORTUNATELY, SHE'S ALSO
ONE OF THOSE SUPER-POWERED,
COSTUMED MAMAS YOU'D
EXPECT TO SEE ON HARD COPY.

Y'SEE, MY NAME IS
PHILIP URICH. I'M
THE GREEN GOBLIN,
AND I'VE GOT...

STAN LEE PRESENTS...
TOM DEFALCO - WRITER
SCOTT MCDANIEL - ARTIST
JIM NOVAK - LETTERER
JOE ROSAS - COLORIST

TOM BREVOORT - EDITOR
BOB BUDIANSKY -
EDITOR IN CHIEF



I USED TO WONDER
HOW A REAL
SUPER-JOCK--

(I'M TALKING A GUY
LIKE CAPTAIN
AMERICA, THOR
OR SPIDER-MAN)--

-- COULD POSSIBLY
KEEP HIS MIND ON
THE HERO BIZ WHEN
HE'S FIGHTING A
PRIMO LOVELY!

YEAH, LIKE, I KNOW EXACTLY
WHERE MY EYES WILL ZERO
IF I EVER RUN ACROSS A
MEGA-BEAUT LIKE THE
ENCHANTRESS--

YEAH, BUT JOYSTICK IS
MY CURRENT CRUSH...

I STILL REMEMBER HOW
SHE SLITHERED INTO THE
DAILY BUGLE'S NEWS-
ROOM, BATTLING HER EYES
AND SHAKING HER THING!

SHE CLAIMED TO BE
LOOKING FOR
THAT REPORTER,
KEN ELLIS--

--(A TOTAL
DWEEB WHO
THINKS HE'S
COMPETING
WITH MY
UNCLE BEN)--

--BUT I LATER LEARNED THAT SHE
WAS ONLY TRYING TO USE ELLIS
TO LEAD HER TO THE
SCARLET SPIDER!

SEEMS SHE'S A PLAYER IN SOME CRAZY
GAME--IN WHICH REAL PEOPLE
ARE PITTED AGAINST EACH OTHER--
AND SCARLET IS HER CURRENT TARGET!*

*AS SEEN IN AMAZING
SCARLET SPIDER #2, NOW
ON SALE. --TOM

THE SCARLET SPIDER--
CAN YOU BELIEVE IT?!

SOME GUYS
HAVE ALL THE
LUCK!



--OR THAT NEW
DOCTOR
OCTOPUS
EVERYONE'S
TALKING
ABOUT--

--OR ? SWEET MAMA:
THE BLACK CAT!

(I FORGET IF SHE'S
GOOD OR BAD
THESE DAYS.)

HOWEVER, I DID GET HER CARD WHILE SHE WAS CRUISING THE BUGLE... COMPLETE WITH HER HOTEL AND ROOM NUMBER!

(I WAS SUPPOSED TO GIVE IT TO ELLIS, BUT I...ER...FORGOT! HEH! HEH! HEH!)

JANICE OLIVIA YANIZES!

JANICE OLIVIA YANIZESKI--?!

NO WONDER SHE FAVORS JOYSTICK!

THE GOBLIN FLIES SOLO!

ARRGH!

I GET A MAJOR BRAIN BURN EVERY TIME I DON THIS STUPID MASK!

SCARLET AND I ARE SUPPOSED TO LINK UP AROUND MIDNIGHT TO POOL OUR INFO.

YEAH, RIGHT!

LIKE, I REALLY NEED THE COMPETITION!

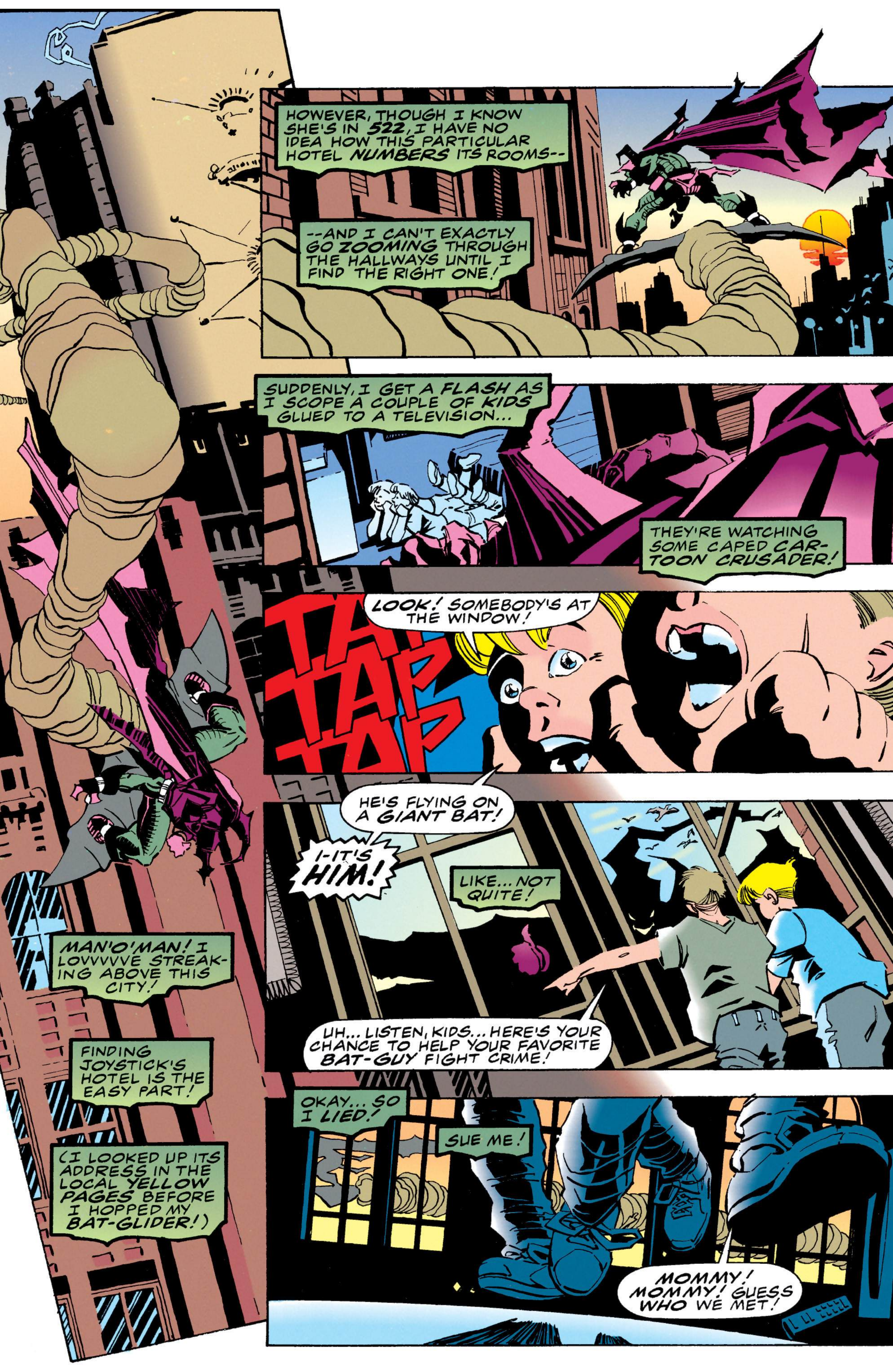
MUST HAVE SOMETHING TO DO WITH ITS INTERNAL CIRCUITRY!

I REALLY WISH THERE WAS AN EASIER WAY TO KICK-START MY SUPER STRENGTH AND SPEED UP MY REFLEXES!

THERE AIN'T!

SO I LIVE WITH IT!

BUT THAT DOESN'T STOP ME FROM COMPLAINING!



HOWEVER, THOUGH I KNOW SHE'S IN 522, I HAVE NO IDEA HOW THIS PARTICULAR HOTEL NUMBERS ITS ROOMS--

--AND I CAN'T EXACTLY GO ZOOMING THROUGH THE HALLWAYS UNTIL I FIND THE RIGHT ONE!

SUDDENLY, I GET A FLASH AS I SCOPE A COUPLE OF KIDS GLUED TO A TELEVISION...

THEY'RE WATCHING SOME CAPED CAR-TOON CRUSADER!

LOOK! SOMEBODY'S AT THE WINDOW!

HE'S FLYING ON A GIANT BAT!

I-IT'S HIM!

LIKE... NOT QUITE!

UH... LISTEN, KIDS... HERE'S YOUR CHANCE TO HELP YOUR FAVORITE BAT-GUY FIGHT CRIME!

OKAY... SO I LIED!

SUE ME!

MOMMY! MOMMY! GUESS WHO WE MET!

MAN'O'MAN! I LOVVVVVE STREAKING ABOVE THIS CITY!

FINDING JOYSTICK'S HOTEL IS THE EASY PART!

(I LOOKED UP ITS ADDRESS IN THE LOCAL YELLOW PAGES BEFORE I HOPPED MY BAT-GLIDER!)



FOLLOWING THE KIDS' DIRECTIONS, I QUICKLY PINPOINT JOY'S ROOM...

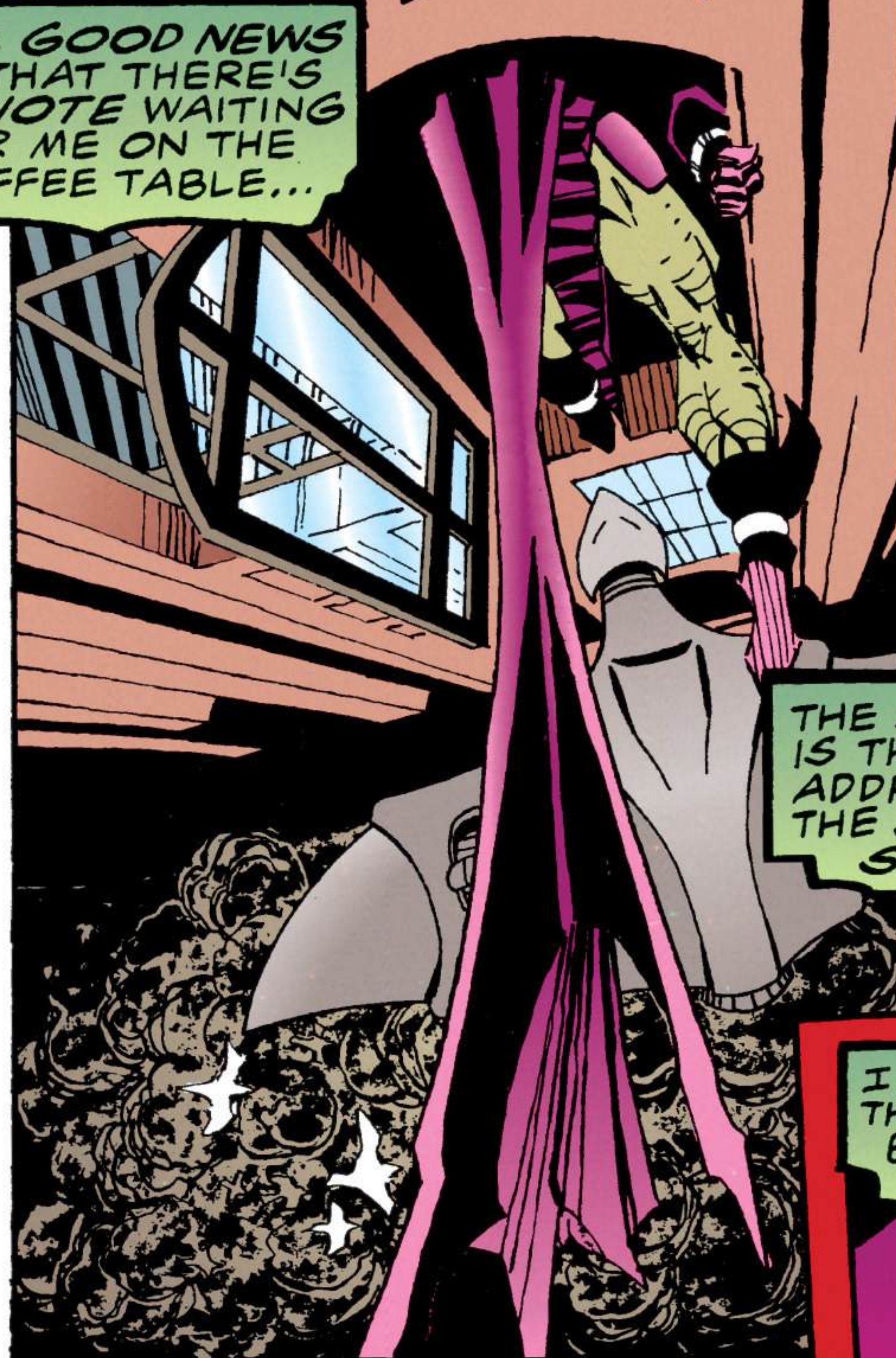
AN OPEN WINDOW AWAITS ME!



COULD THIS BE AN INVITATION--?!

I'D LIKE TO THINK SO!

THE GOOD NEWS IS THAT THERE'S A NOTE WAITING FOR ME ON THE COFFEE TABLE...



THE BAD NEWS IS THAT IT'S ADDRESSED TO THE SCARLET SPIDER!



I MUST BE THE WORLD'S BIGGEST DORK!



Scarlet

I KNOW IT'S IMPOLITE
TO READ SOMEONE
ELSE'S MAIL!

TOUGH!

HEY--! SOMETHING'S
ATTACHED TO THE NOTE!

IT LOOKS LIKE FISHING
LINE, AND IT RUNS
BENEATH THE--

UH-OH!

KWA-POOM!

GAS!

I GUESS I COULD
TAKE SOME COM-
FORT IN THE FACT
THAT THIS SURPRISE
WAS RIGGED FOR
SCARLET.

YEAH, I FEEL LOTS
BETTER NOW!

AT LEAST MY MASK
PROTECTS ME FROM
THE FUMES...

BUT NOTHING CAN KEEP HOTEL SECURITY OFF MY BACK!

OPEN UP IN THERE--!

THIS IS SECURITY!

USE THE PASS-KEY!

A GUEST REPORTED THAT HER KIDS SAW A MAN OUTSIDE THEIR WINDOW!

522

LOOK--!

IT'S SOME COSTUMED FREAK!

SOMEBODY CALL 911!

TELL'EM TO SEND CODE: BLUE!

MY LITTLE RENDEZ-VOUS WITH JOY-STICK DIDN'T QUITE WORK OUT AS PLANNED...

HA HA HA HA!

BUT I DO KNOW WHERE I CAN FIND HER TOMORROW NIGHT!

Spidee

meet alone the Power Sta

OR

People will die!
Joystick

IT'S A DATE THE GOBLIN INTENDS TO KEEP!

HE ACTUALLY
TRIGGERED THE GAS
GRENADE--?!

LOOOO-SER!

SIMMER DOWN,
JOYSTICK!

SINCE I COULDN'T LEAVE
ANY OF MY MONITORING
EQUIPMENT FOR THE
AUTHORITIES TO FIND, WE
HAVE NO PROOF IT REALLY
WAS THE SCARLET
SPIDER!

IT COULD HAVE
BEEN ELLIS OR
THE MAID!

WAIT--! YOU MAY BE
RIGHT AFTER ALL!

ACCORDING TO THE
POLICE REPORT I JUST
SCANNED, A COSTUMED
FIGURE WAS OBSERVED
LEAVING THE
SCENE!

EXCELLENT!
I'LL GET MORE
POINTS BY
DEFEATING HIM
IN COMBAT!

WHAT
MAKES YOU
THINK HE'LL
SHOW?!

I GUESS IT
HAS SOME-
THING TO
DO WITH
PERSONAL
HONOR!

A CONCEPT WHICH
ELUDES YOU!

IN CASE YOU
DIDN'T KNOW IT,
PAL... I'M ONLY IN
THIS GAME TO WIN
THE PRIZE
SUPREME!

THE
HERO TYPES
ALWAYS
DO!

THEY'RE
SOOO
PREDICTABLE!

KING
RING

SOMETHING MUST
BE WRONG! THAT'S
THE REFEREE HOTLINE--!

I AM CALLING
FROM PARIS.

YOU ARE THE
MONITOR
ASSIGNED
TO
JOYSTICK?

YES...

WHERE IS
HENRI?

THAT IS PRECISELY WHY THE
CENTRAL COMMITTEE ASKED
ME TO CONTACT YOU.

YOUR REGULAR REFEREE HAS
MET WITH A RATHER UNFOR-
TUNATE ACCIDENT.

THE GREAT GAME
HAS APPARENTLY
ACQUIRED A ROGUE
PLAYER!

L'HOPITAL
DE MERCY

WE GOT TROUBLE, JANICE!

IT SEEMS THAT EL TORO NEGRO HAS TAKEN EXTREME EXCEPTION TO HIS RECENT DEFEAT AT YOUR HANDS!*

HE'S ALREADY LEFT HENRI IN CRITICAL CONDITION!

*IN AMAZING SCARLET SPIDER #2.
--TOM

THE CENTRAL COMMITTEE ADVISES US TO DELAY THIS MATCH UNTIL A CLEAN-UP SQUAD CAN NEUTRALIZE EL TORO!

NO! I WON'T ALLOW IT!

THE SITUATION WITH HENRI IS... REGRETTABLE ... BUT IT DOESN'T IMPACT ON ME!

ARE YOU INSANE, WOMAN? EL TORO COULD ALREADY BE IN THIS COUNTRY IF HE FLEW CONCORDE!

THAT PSYCHOPATH KNOWS OUR CELLULAR FREQUENCY! HE COULD BE TRACKING US RIGHT NOW!

I DON'T CARE...

"DON'T YOU UNDERSTAND--? I'M AT THE TOP OF MY GAME! I CAN'T QUIT NOW!"

"BESIDES, I DON'T FEAR EL TORO NEGRO!"

"...I NEED THIS VICTORY TO MOVE TO THE NEXT LEVEL!"

"I'VE WORKED TOO HARD! SACRIFICED TOO MUCH!"

"HUNDREDS OF THOUSANDS OF DOLLARS ARE AT STAKE... AND THAT DOESN'T EVEN INCLUDE THE PRIZE SUPREME!"

"IF I BEAT HIM ONCE, I CAN CERTAINLY DO IT AGAIN!"

"CAN'T I?"

ARE YOU
OUT OF YOUR
EVER-LOVIN'
MIND--?!

ONLY
A COMPLETE
IDIOT WOULD
BELIEVE
THIS
THREAT!

JOYSTICK IS A NUTCASE!
SHE TREATS REAL LIFE AS IF
IT WERE A SICK AND TWISTED
VIDEO GAME!

THIS IS AN OBVIOUS PLOY
TO MAKE ME COME TO THE
CON EDISON SUB-STATION
TOMORROW NIGHT!

BUT ONLY A
LUNATIC WOULD
ALLOW HER
TO SET THE
RULES!

LIKE...UH...
WHAT SHOULD
WE DO?!

THERE ISN'T
MUCH WE CAN
DO... OTHER
THAN REFUSE
TO PLAY HER
STUPID GAME!

SHE HASN'T
COMMITTED ANY
CRIMES THAT I
KNOW ABOUT, BUT
YOU COULD ALERT
THE POLICE
ABOUT THIS
THREAT!

SCARLET ACTS
LIKE I'M THE
WORLD'S BIG-
GEST DORK!

I'VE GOT TO AGREE!

I KNEW I SHOULD HAVE
FOLLOWED MY GUT AND
BAGGED THIS MEET!

CALLING THE
COPS SOUNDS FRESH
AND FINE TO ME!

IT'S A GOOD
PLAN!



UNFORTUNATELY, I
DON'T FOLLOW IT!

WHAT CAN I SAY?
THE BOY'S IN LOVE!

(OKAY, MAYBE ONLY
LUST... BUT WHY GET
TECHNICAL?!)

ANYWAY, I MANAGE TO
GET THROUGH THE NEXT
DAY WITHOUT SCREWING
UP AT WORK (MUCH),
OR RUNNING INTO
RICKO (=WHEW=)!

I'M FEELING PRETTY
GOOD ABOUT MYSELF
AS I SWOOP TOWARD
THE RENDEZVOUS
POINT!

AFTER ALL... WHAT
COULD POSSIBLY
GO WRONG?!

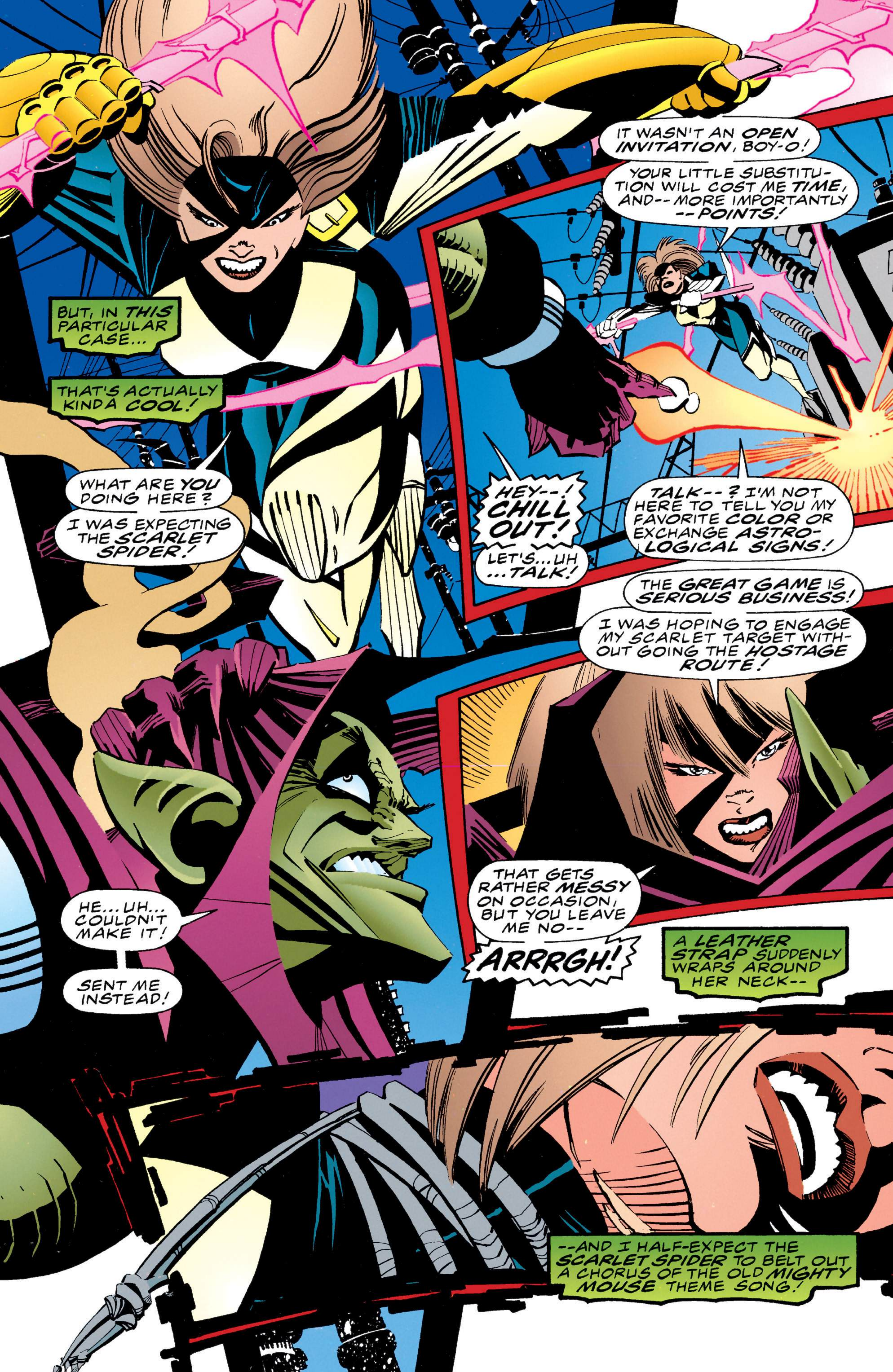
BAAAAAD
QUESTION!

BA
Z
A
R
K!

THE SNEAK ATTACK
SENDS ME PINBALLING
TOWARD SOME HIGH-
TENSION WIRES--

--WHICH I BARELY
MANAGE TO AVOID!

WHATEVER ZAPPED ME
LEAVES ME DAZED AND
SEEING DOUBLE...



IT WASN'T AN OPEN INVITATION, BOY-O!

YOUR LITTLE SUBSTITUTION WILL COST ME TIME, AND-- MORE IMPORTANTLY -- POINTS!

BUT, IN THIS PARTICULAR CASE...

THAT'S ACTUALLY KINDA COOL!

WHAT ARE YOU DOING HERE?

I WAS EXPECTING THE SCARLET SPIDER!

HEY--! CHILL OUT!

LET'S...UH...TALK!

TALK--? I'M NOT HERE TO TELL YOU MY FAVORITE COLOR OR EXCHANGE ASTROLOGICAL SIGNS!

THE GREAT GAME IS SERIOUS BUSINESS!

I WAS HOPING TO ENGAGE MY SCARLET TARGET WITHOUT GOING THE HOSTAGE ROUTE!

HE...UH... COULDN'T MAKE IT!

SENT ME INSTEAD!

THAT GETS RATHER MESSY ON OCCASION, BUT YOU LEAVE ME NO--

ARRRGH!

A LEATHER STRAP SUDDENLY WRAPS AROUND HER NECK--

--AND I HALF-EXPECT THE SCARLET SPIDER TO BELT OUT A CHORUS OF THE OLD MIGHTY MOUSE THEME SONG!

NO SUCH LUCK!

THE WOMAN
IS MINE!

JOYSTICK'S IN
MEGA
TROUBLE!

INSTEAD I GET A
FRANK CASTLE
WANNABE...WHO'S
EQUIPPED WITH
MORE ARMAMENT
THAN A
SURVIVALIST
CONVENTION!

SHE MUST DIE
AT THE HANDS OF
EL TORO NEGRO!

A REAL HERO
WOULD INSTANTLY
SPRING TO
HER RESCUE!

ME, I'M PLANNING MY
EXIT STRATEGY--

-- WHEN EL WHATEVER
TAKES AN EXCEPTIONALLY
CHEAP SHOT!

WUMP!

UNNNN

JOYSTICK!
ARE YOU STILL
ON-LINE--?

WHAT'S
HAPPENING
OUT THERE?

SHOULD I
INVALIDATE
THIS
MATCH--?!

N-NO--!

STUPID WITCH!
YOU STRIPPED ME OF
MY HONOR IN THE
NAME OF YOUR PRE-
CIOUS GAME--

--AND I WILL HAVE
VENGEANCE!

SWAKK!

I KNOW I SHOULD JUST
BAG THIS SCENE--



--BUT EVEN
I HAVE
LIMITS!

ARRRK!

NO
MORE!

LEAVE HER
ALONE!

FOOL! EL TORO
WOULD HAVE
ALLOWED YOU
TO LIVE!

I KNOW MY BAT-GLIDER
IS POWERFUL ENOUGH...
TO ZIP ME OUT OF
GODZILLA'S GRIP... BE-
FORE HE SWINGS ME
INTO THE WIRES
OVERHEAD!

TAZZ-AKK!

BUT I JUST DON'T REACT
QUICK ENOUGH!

I'M DEAD!

DEAD! DEAD! DEAD!

MY ONLY HOPE IS A WEAPON WHICH I ALREADY KNOW I CAN'T CONTROL--

--MY DREADED LUNATIC LAUGH!

HA HA HA

AAYEEEEEE!

MY EARS--!

WHAT HAVE YOU DONE TO MY EARS?!

I DID IT! I ACTUALLY CRASHED THIS GOOF!

I'M DEAD!

DEAD! DEAD! DEAD!

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DEAD!

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WEAPON WHICH I
ALREADY KNOW I
CAN'T CONTROL--

-- MY DREADED
**LUNATIC
LAUGH!**

HA HA HA HA HA HA HA HA

AAYEEEEEE!

MY EARS--!

WHAT HAVE
YOU DONE TO
MY EARS?!

I DID IT!
I ACTUALLY
CRASHED
THIS GOOF!

BUT DO I GET ANY CREDIT--?!

GUESS AGAIN!

YOU'RE LUCKY I DON'T TRUST YOU, GOBLIN!

I HAD A HUNCH YOU'D PLAY BONEHEAD, AND COME HERE ALONE!

SPAWN!

ARE YOU YANKING ME, WEBS--?!

THE GREEN GOBLIN RULES!

I ALREADY HAD THIS DUDE LAID OUT WHEN YOU ARRIVED!

HE WAS TOAST!

IS THAT A
FACT--?!

BRA-TA-TOOM!

SO MAYBE I
WAS A TEENSY BIT
MISTAKEN!

UUGN! H-HURTS
TO BREATHE!
RIBS ARE
CRACKED!

I MIGHT
ALSO HAVE A
CONCUSSION...
OR WORSE!

B-BUT THE
SCARLET SPIDER
IS HERE!

HE'S FINALLY
HERE!

IGNORANT DOGS!
EL TORO NEGRO IS AS
STRONG AND
INEXHAUSTIBLE AS
THE NOBLE BEAST
FOR WHICH HE
WAS NAMED!

WATCH IT, MAN!
YOU COULD HURT
SOMEBODY WITH
THOSE KNIVES!

IF YOU WANT
TO PLAY CATCH,
TRY FIELDING A
FEW PUMPKIN
BOMBS!

M-MONITOR--?!

C-CAN
YOU HEAR
ME?!

JUST BARELY,
JANICE! ARE YOU
AMBULATORY?!

Y-YES, AND
I CAN STILL
SALVAGE
THIS
MATCH!

WHOA! JOYSTICK IS EMPLOYING SOME KIND OF CELLULAR TECHNOLOGY... AND THE CIRCUITRY WITHIN MY MASK IS PATCHED INTO HER FREQUENCY!

THIS IS SOOOO COOL!

I CAN ACTUALLY OVERHEAR HER--!

WHAT'S WITH THIS BABE-- ?!

ENOUGH, JOYSTICK! I'VE HAD ENOUGH!

THIS MATCH IS OFFICIALLY TERMINATED!

I'LL MEET YOU AT THE PICK-UP POINT-- IF YOU CAN MAKE IT!

ARE YOU NUTS, LADY?!

L-LISTEN TO ME, MONITOR! THE SCARLET SPIDER IS ENTIRELY FOCUSED ON EL TORO!

I STILL HAVE ENOUGH STRENGTH TO GENERATE AN ENERGY BLAST WHICH CAN--

I...I DON'T BELIEVE IT? SHE DELIBERATELY TRIED TO TAG SCARLET!

DID YOU FINALLY SEE, SPIDERY ONE? LOYALTY AND HONOR MEAN NOTHING TO JOYSTICK!

SHE WOULD HAVE EAGERLY SACRIFICED YOU...

AS SHE ONCE BETRAYED...

ME!

MAYBE THIS TORO GUY IS RIGHT!

MAYBE JOYSTICK IS BOGUS!

I'M ALMOST TEMPTED TO LET HIM SNAG HER!

ALMOST...

BUT THAT DOESN'T STOP
ME FROM PLAYING
HERO!

DON'T KNOW!

MAYBE I'VE GOT
A RECESSIVE
GENE!

BRIGHTEN
UP, BUNKY! THE
GOBLIN MAY HAVE
FLOWN OFF WITH
YOUR DATE, BUT THE
SCARLET SPIDER
WON'T DESERT
YOU!

GET
OUT OF
MY WAY,
INSECT!

YOU
CANNOT
STOP ME!

WHY DO YOU
SNATCH HER FROM
A DEATH SO
RICHLY DESERVED?!

SURE, I CAN...

JUST
WATCH!

OH, MAA-ANN!
SCARLET REALLY
UPS THE GEAR--

--USING HIS AMAZING
SPEED AND AGILITY TO
ATTACK FROM EVERY
CONCEIVABLE DIRECTION!

NOT TOO SHABBY
FOR A GUY WHO'S
RAPPED FOR BEING
A SECOND-RATE
SPIDER-MAN!

PWOP!



WHILE SCARLET FINISHES UP WITH EL STIFFO, I ATTEND TO OTHER MATTERS...

YOU'D... UH... BETTER MAKE TRACKS, LADY!

SCARLET AIN'T EXACTLY YOUR BIGGEST FAN!

Y-YOU SAVED MY LIFE!

I OWE YOU BIG TIME, AND I'D LIKE TO SHOW MY APPRECIATION!



TAKE OFF YOUR MASK, HONEYBUNS!

YOU'VE EARNED YOURSELF A KISS WHICH IS GUARANTEED TO SIZZLE YOUR SOCKS!

UH...

I THINK I BETTER LEAVE THE MASK ON...!



SUIT YOURSELF, CUTIE!

MAYBE YOU'LL GET REAL LUCKY SOMEDAY, AND I'LL GIVE YOU ANOTHER SHOT AT PARADISE!

CIAO... FOR NOW!

LIKE... UH... WHATEVER!

YEAH, I KNOW...

I MUST BE THE WORLD'S BIGGEST DORK!



WHAT'S WITH YOUR
HEAD, MAN?

WHERE'S YOUR SENSE OF
RESPONSIBILITY?!

BAG
THAT NOISE,
WEBS--!

I DON'T WANT
TO HEAR IT!

CRIMEBUSTING
IS YOUR GIG...
NOT MINE!

YOU
LET HER
GO--?!

THAT AMORAL
NUT-JOB TRIED
TO FRY ME
WHILE I WAS IN
THE MIDDLE OF
DEFENDING
HER!

I AM NOT
WITH THIS
WHOLE HERO
THING!

OKAY, HOTSHOT!
TELL ME WHAT YOU
ARE WITH--!

THE
LAUGHS,
MAN...

I'M STRICTLY
LOOKING FOR
JOLLIES...

HA HA HA HA HA!

IT'S A GREAT
EXIT LINE...

BUT SCARLET'S QUESTION HAUNTS
ME ALL THE WAY HOME!

WHAT AM I INTO?

WHY DO I KEEP PLAYING THIS
RIDICULOUS, AND POTENTIALLY
DANGEROUS GAME?!

I ONLY WENT
AFTER JOYSTICK
BECAUSE SHE WAS
SO HOT...

THERE'S GOTTA BE
EASIER AND MORE
EFFECTIVE WAYS TO
SCORE THE HONEYS!

BAG IT! I REALLY WORKED UP
AN APPETITE TONIGHT, AND I
ALREADY KNOW MY CUPBOARD'S
AS BARE AS MY FAVORITE
CENTERFOLD!

MAYBE I JUST
WASN'T MEANT
TO BE THE
GREEN
GOBLIN!

AFTER ALL...WHAT MORE
COULD POSSIBLY GO
WRONG?!

EVENING,
PHIL...

REMEMBER
ME?!

UH...

HI, RICKO!

CARELESS! I
CAN'T BELIEVE
EVEN I COULD BE
SO CARELESS!

I DEFINITELY AM
THE WORLD'S
BIGGEST
PORK!

I'M DEAD!

DEAD!

DEAD!

DEAD!

NEXT:
THE HOBGOBLIN!



WOULDJA BELIEVE --THE **SPEEDBALL** REVENGE SQUAD?!



ONLY
\$1.50
US
\$2.10 CAN
DEC • 66
MARVEL
SPIDER-MAN
GROUP

NEW WARRIORS



PLUS!
THE RETURN
OF NIELS

THE
BOUNCING
CAT!

ZIRCHER
& PEPOY 1995

TORMENTED BY
PREDICTIONS OF
IMPENDING DOOM...

...BETRAYED
BY INCREASINGLY
UNPREDICTABLE
KINETIC SUPER-
POWERS...

...HARANGUED
BY AN OVER-
WORKED AND
EVER-CRANKIER
MOTHER...

...AND
PLAGUED BY
TERRIFYING
NIGHTMARES
THAT MAKE NO
SENSE...

...CAN EVEN ROBBIE
BALDWIN, A.K.A.

HOPE TO FIND
ANSWERS FROM
HIS...

SPEEDBALL
THE MASKED MARVEL

RETURN TO SPRINGDALE

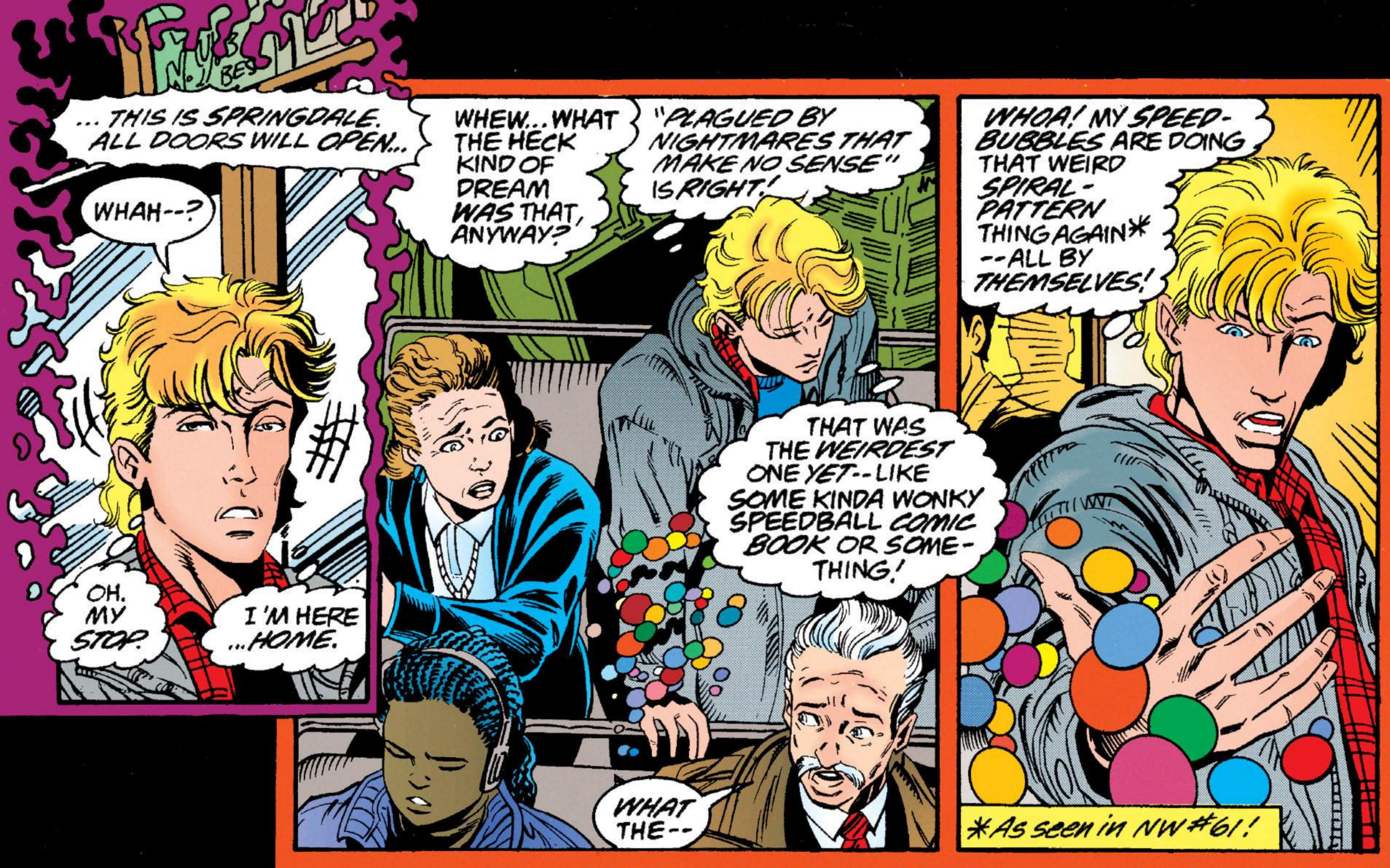
THIS STOP, SPRINGDALE. ALL
DOORS WILL OPEN AT SPRING-
DALE. NEW HAVEN IS NEXT...

EVAN SKOLNICK *Speedy story*
PATRICK ZIRCHER *Speedy pencils*
ANDREW PEPOY *Speedy inks*
JOHN COSTANZA *Speedy letters*
ADAM WALLENTA *Speedy colors*

TOM BREVDORT *semi-speedy edits*
BOB BUDIANSKY *speed-reading*

Respectfully dedicated to
STEVE DITKO

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NO SIGN OF DAD.

GUESS HE WAS RIGHT ABOUT HAVING TO WORK LATE.

HM... NO WONDER DAD'S TOO BUSY TO PICK ME UP.

SOUNDS LIKE THE CROOKS ARE BREAKING FREE AS FAST AS HE CAN PUT THEM AWAY.

SPRINGDALE LEDGER

SUPER JAILBREAK
NO LEADS

AH, WELL... I'LL JUST FIND MYSELF A LITTLE PRIVACY...

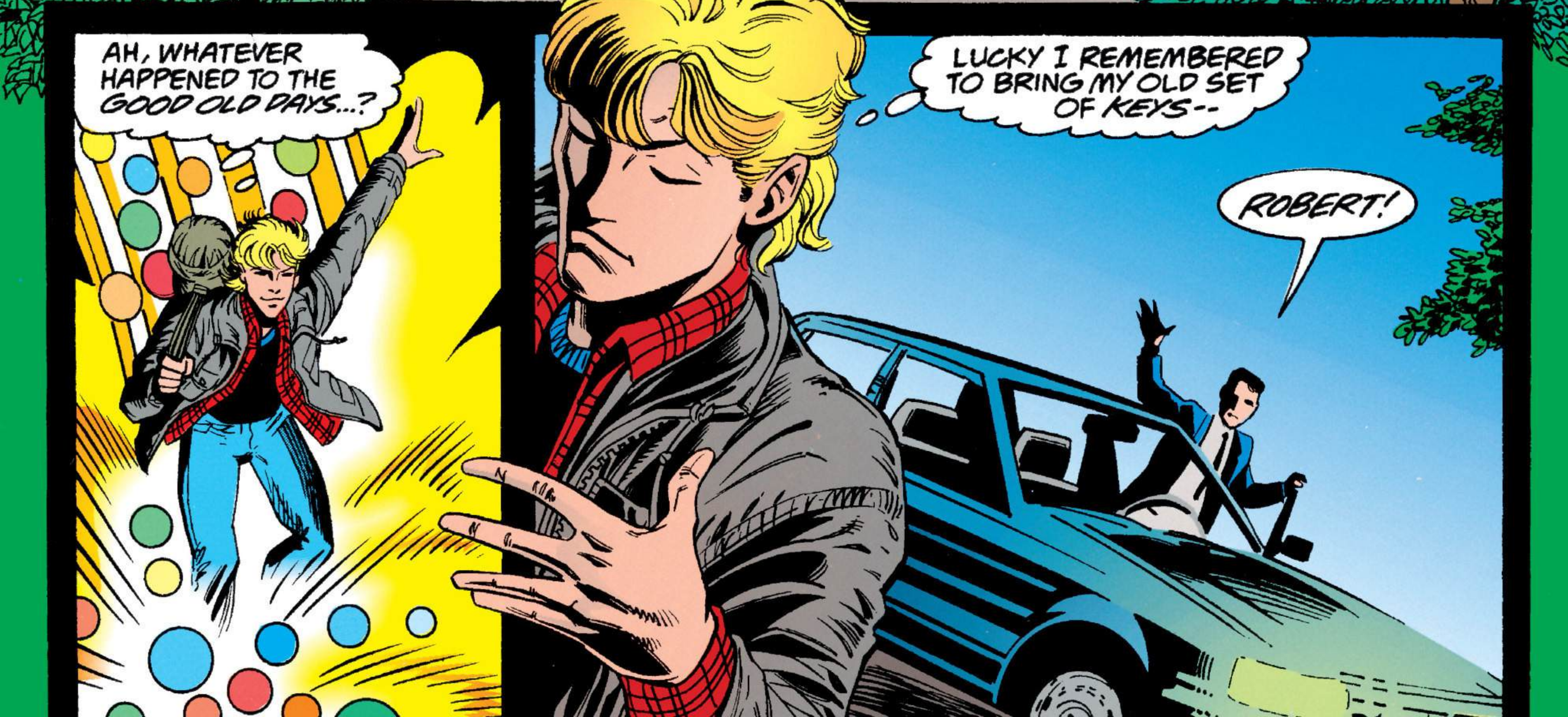
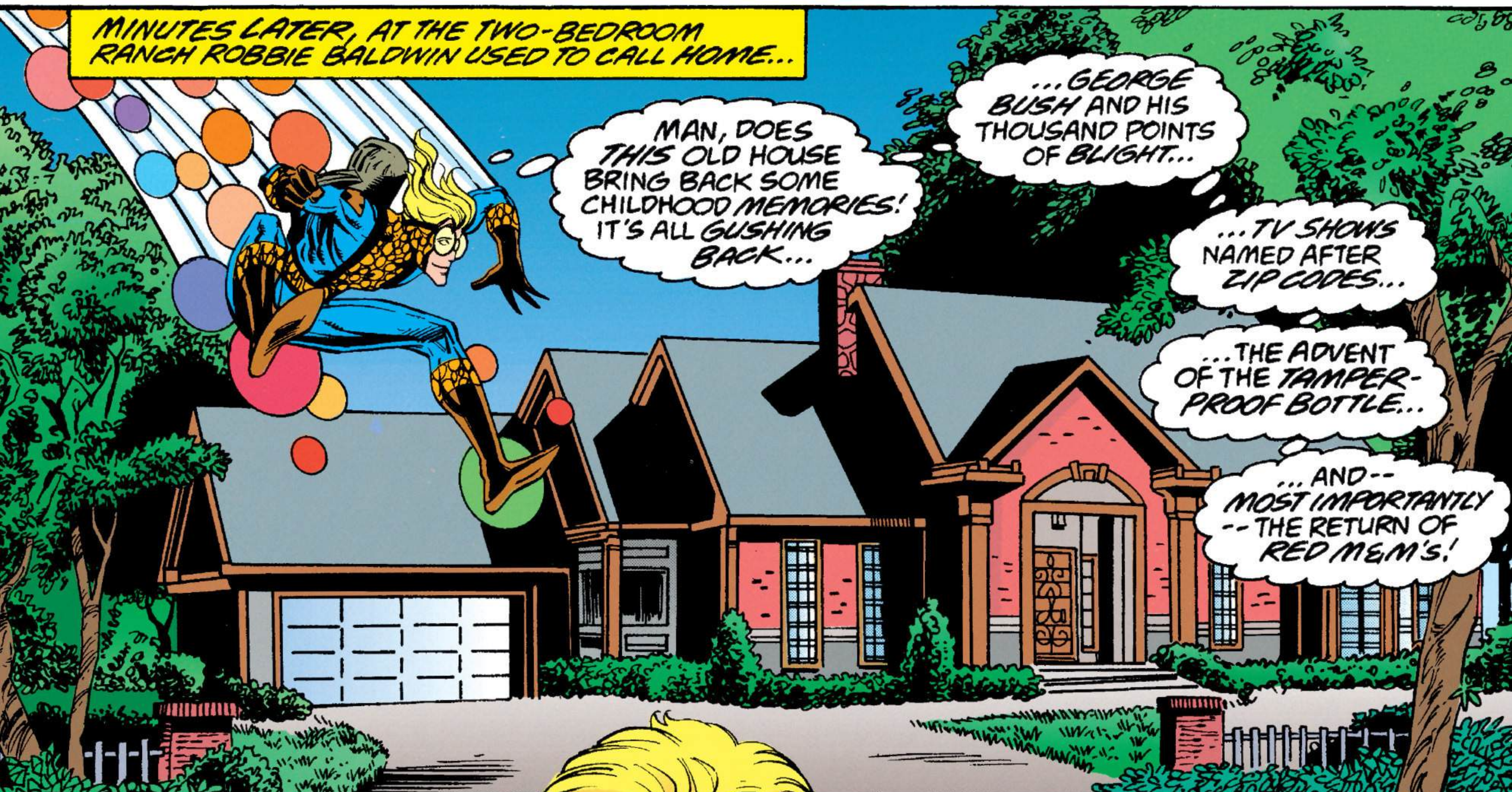
... AND FIND OUT IF MY POWERS ARE STILL WORKING AT ALL!

THWAPP

WE-E-E-ELL DOGGIE!

LOCK UP YOUR DAUGHTERS, SPRINGDALE...

... SPEEDBALL'S BACK IN TOWN!





HEY,
DAD!

I TRIED TO GET TO THE
TRAIN STATION ON TIME, BUT
I MUST'VE JUST MISSED
YOU.

HOW'D YOU GET BACK
HERE SO FAS--WAIT,
DON'T TELL ME.

IT'S PROBABLY
BETTER THAT I
DON'T KNOW,
RIGHT?

BINGO.



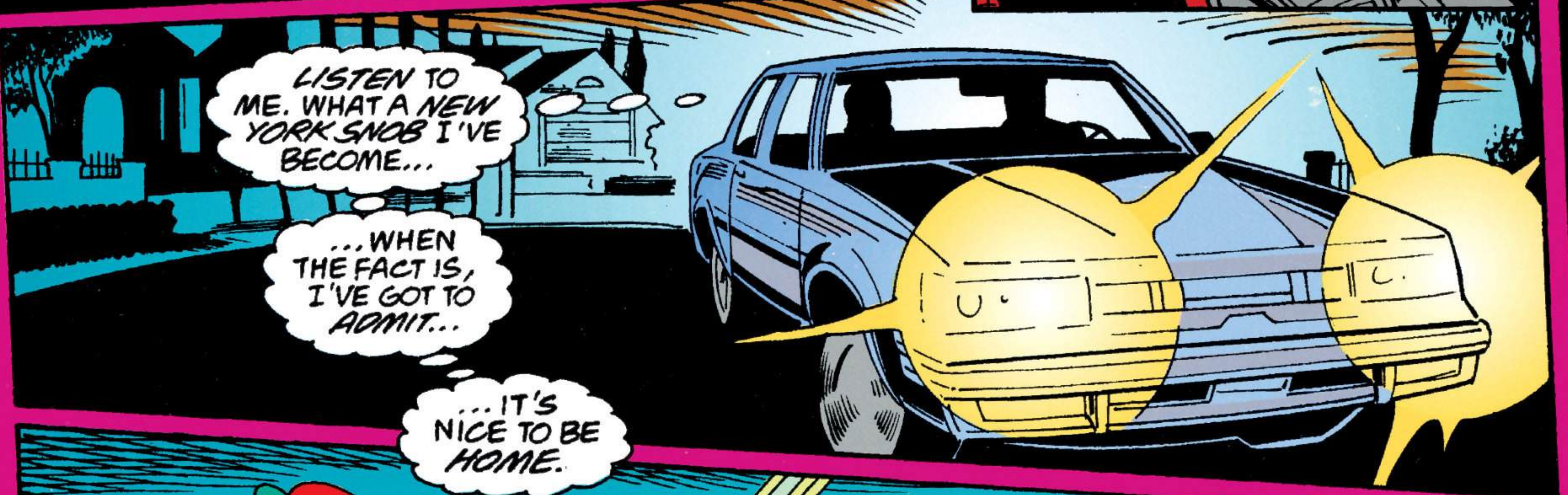
WELL, TOSS THAT
DUFFEL IN THE BACK
SEAT AND PREPARE
YOURSELF FOR A
MAJOR FEAST...

... 'CAUSE WE'RE
GOING OUT
TO EAT!

COOL.



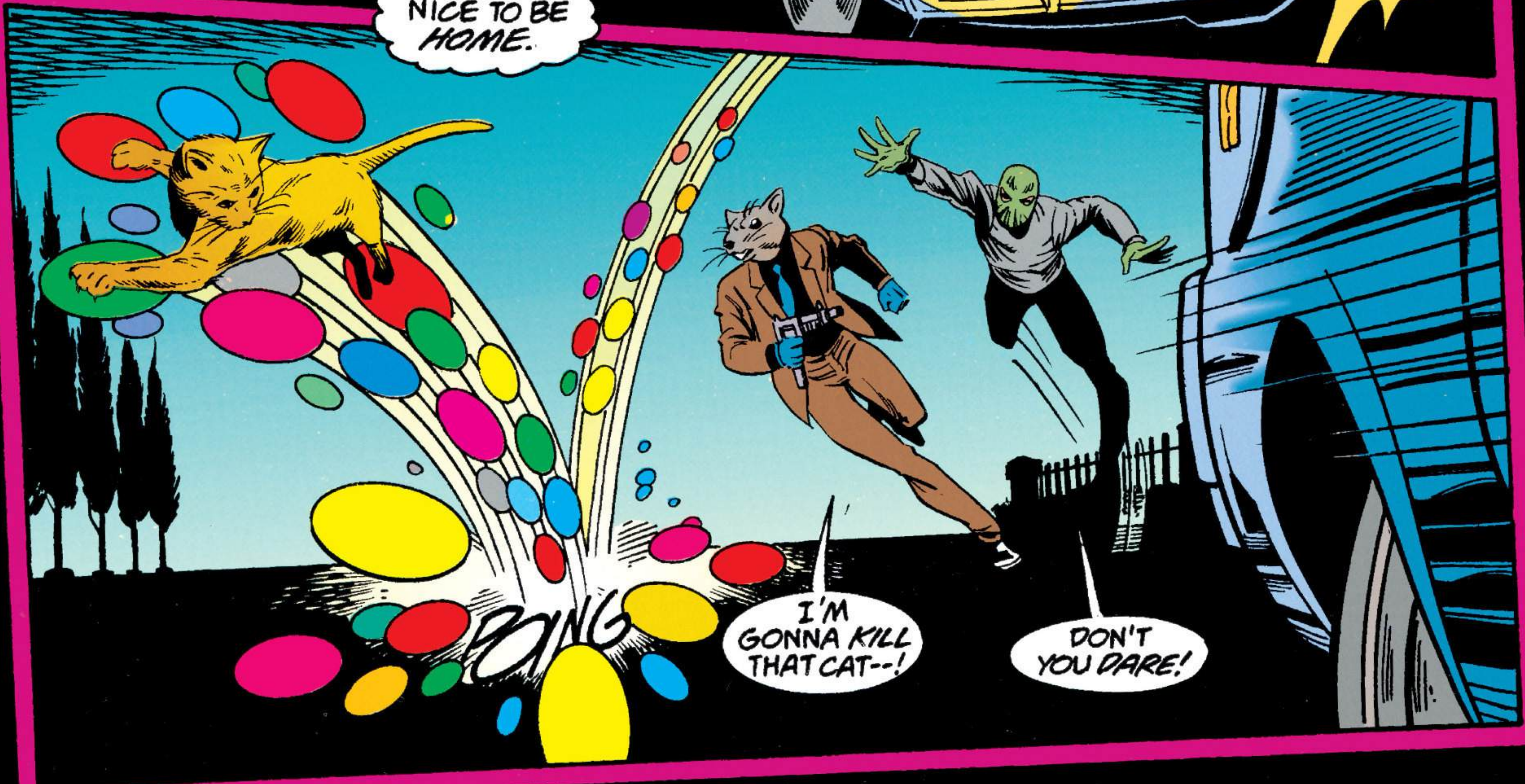
HENH.
SPRINGDALE'S
CLASSIEST
RESTAURANT
HAS GOLDEN
ARCHES IN
FRONT OF IT.



LISTEN TO
ME. WHAT A NEW
YORK SNOB I'VE
BECOME...

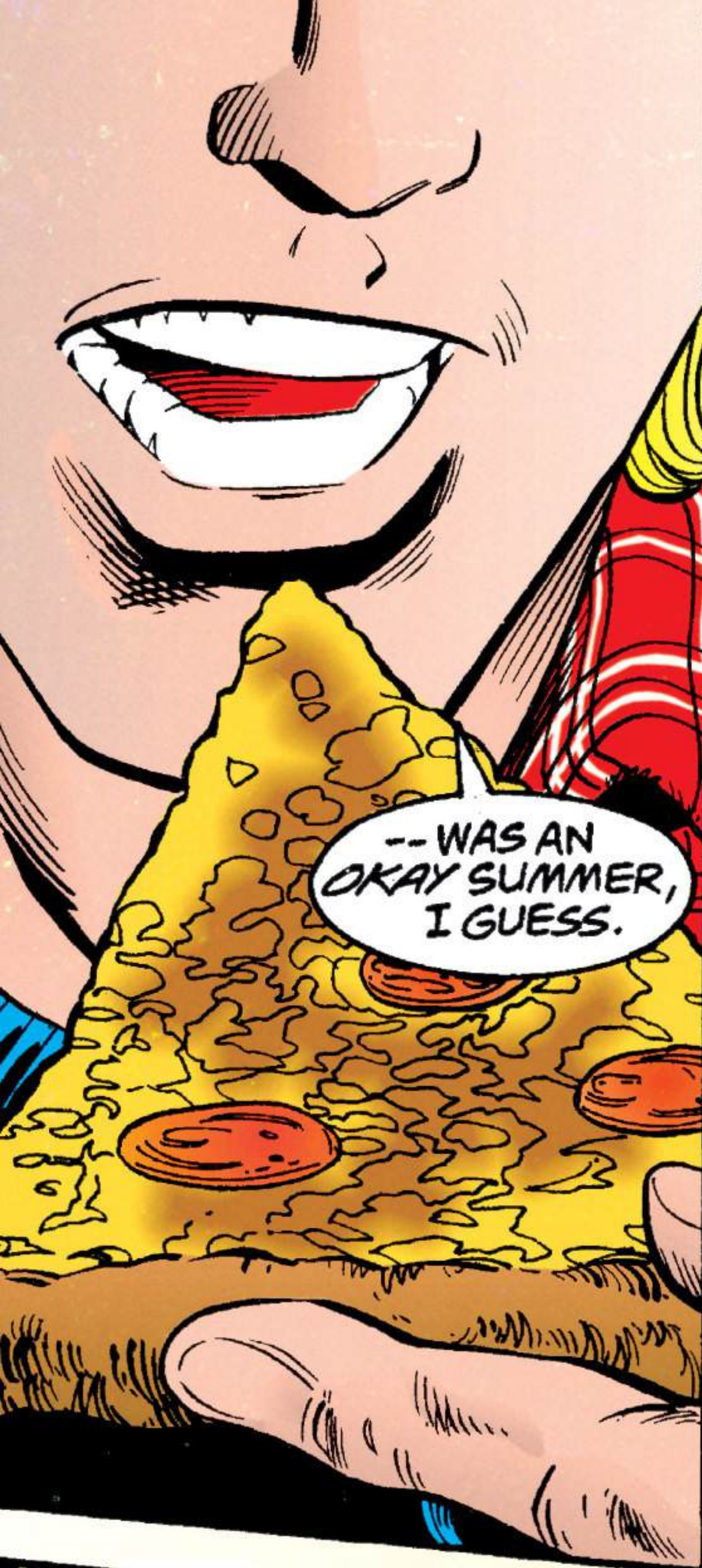
... WHEN
THE FACT IS,
I'VE GOT TO
ADMIT...

... IT'S
NICE TO BE
HOME.

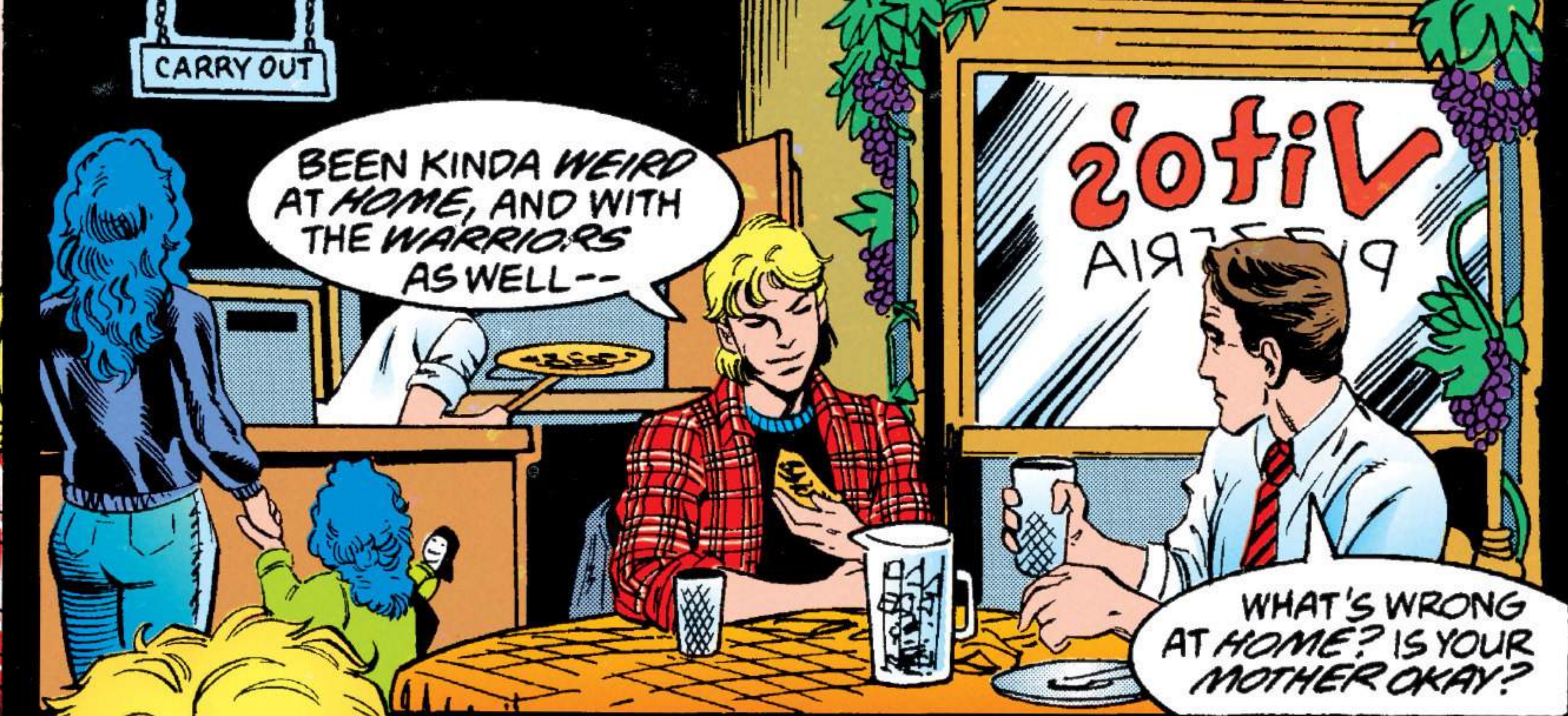


I'M
GONNA KILL
THAT CAT--!

DON'T
YOU DARE!



-- WAS AN OKAY SUMMER, I GUESS.



BEEN KINDA WEIRD AT HOME, AND WITH THE WARRIORS AS WELL--

WHAT'S WRONG AT HOME? IS YOUR MOTHER OKAY?

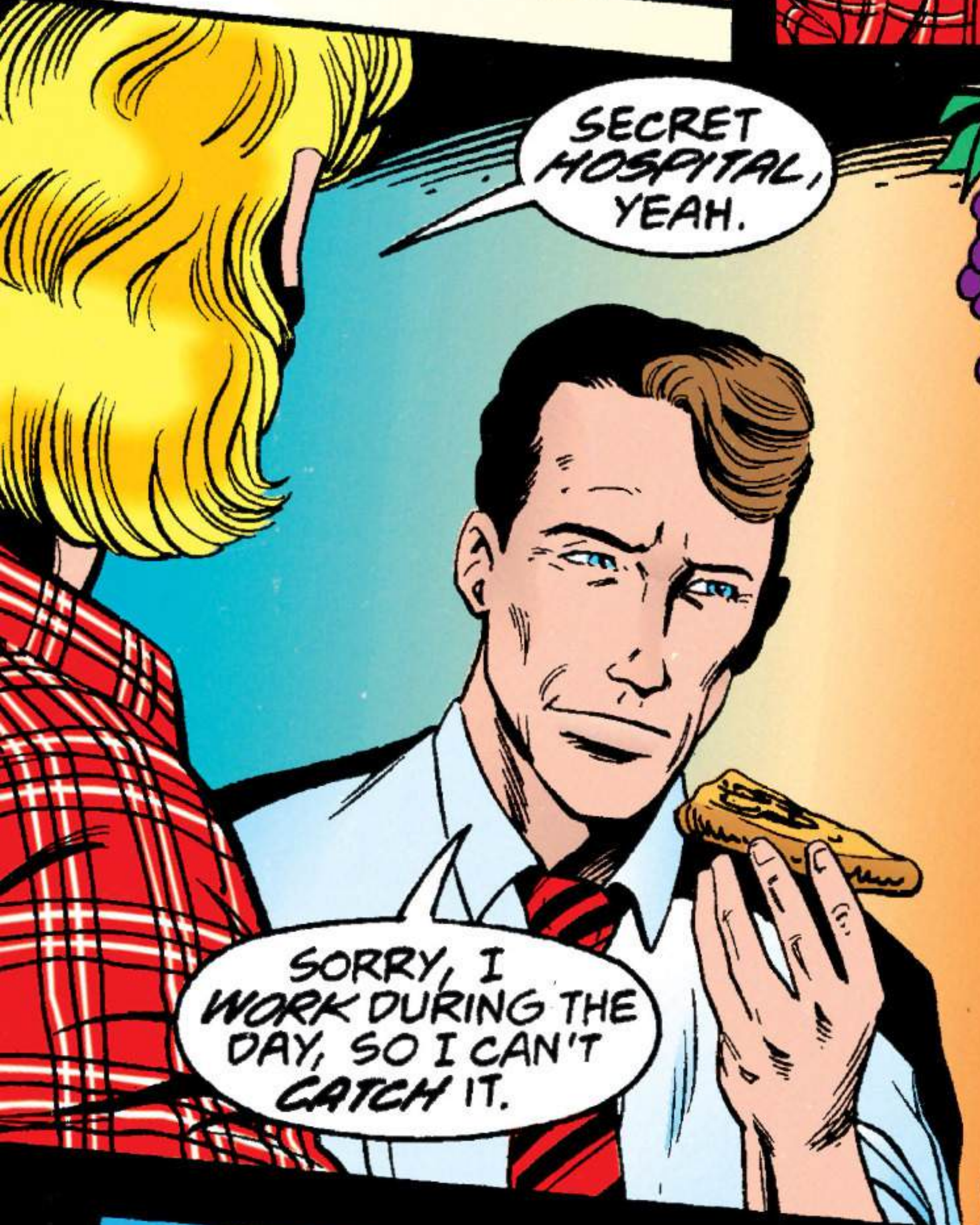


SORT OF.

I GUESS SHE'S JUST A LITTLE OVER-WORKED LATELY, AND--

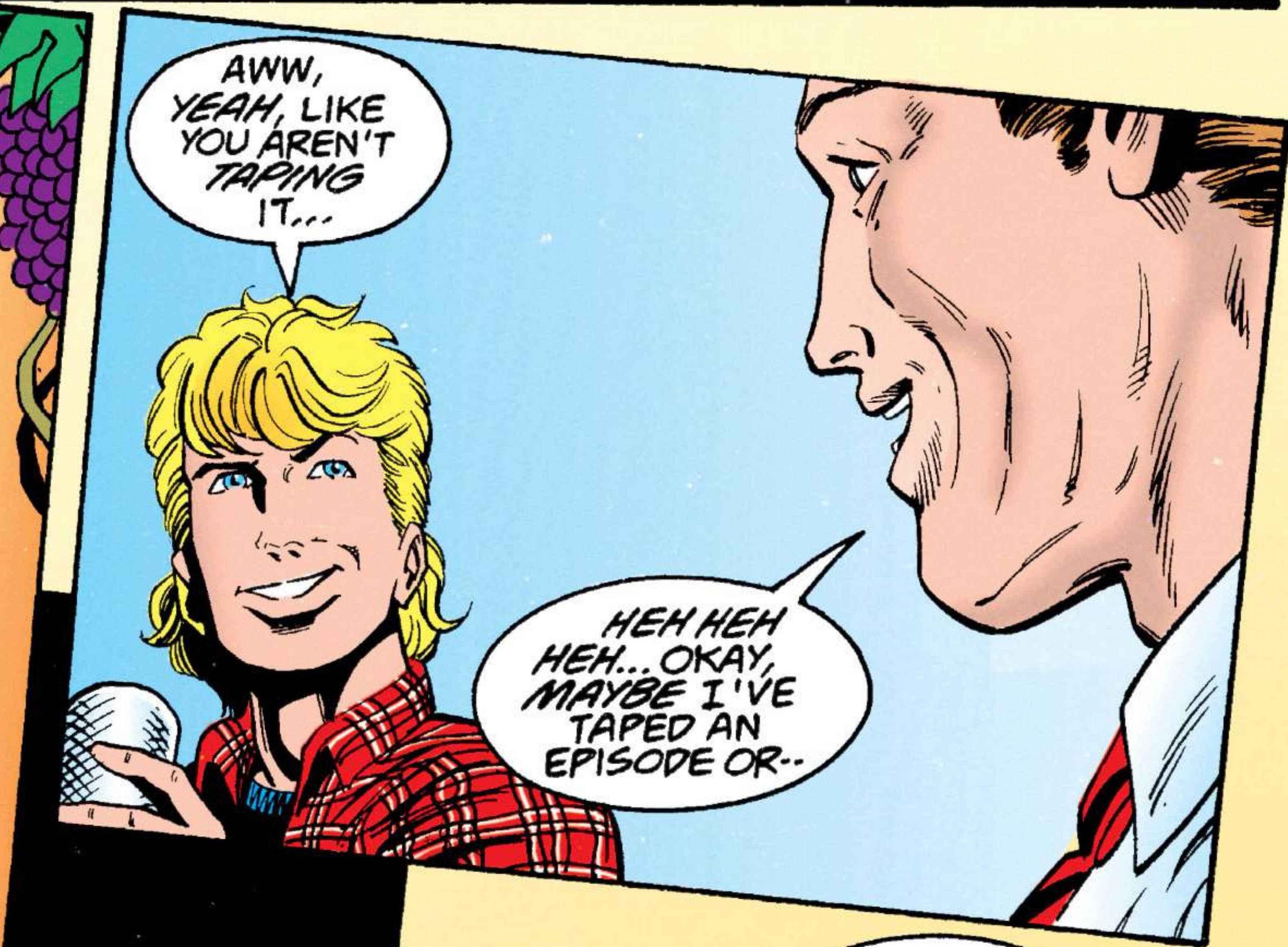


SHE STILL ACTING ON THAT SOAP OPERA? SECRET AMBU-LANCE?



SECRET HOSPITAL, YEAH.

SORRY, I WORK DURING THE DAY, SO I CAN'T CATCH IT.



AWW, YEAH, LIKE YOU AREN'T TAPING IT...

HEH HEH HEH... OKAY, MAYBE I'VE TAPED AN EPISODE OR--



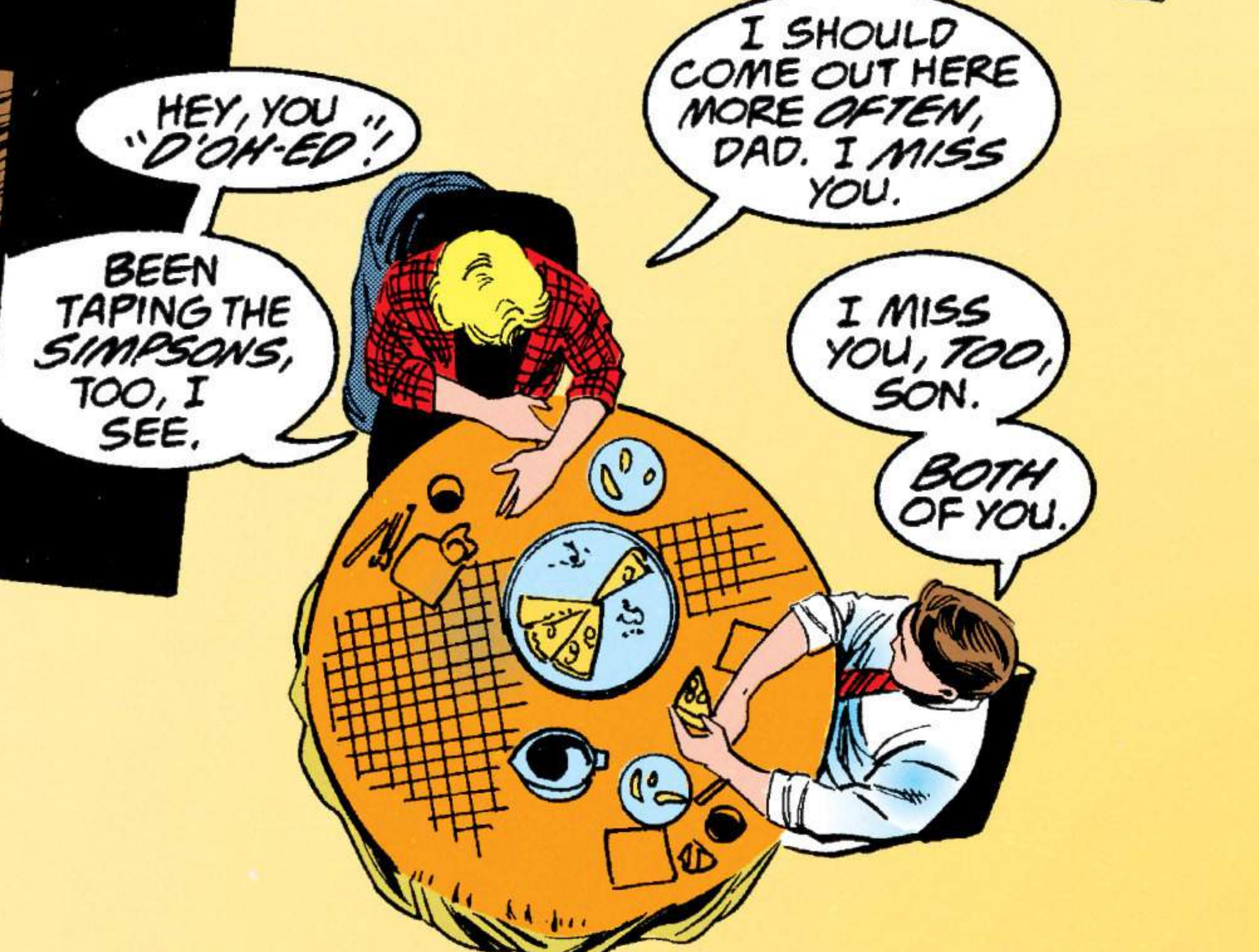
TWENTY...

NO, ONLY TWELVE FIT ON A TAPE-- D'OH!



HEY, YOU "D'OH-ED!"

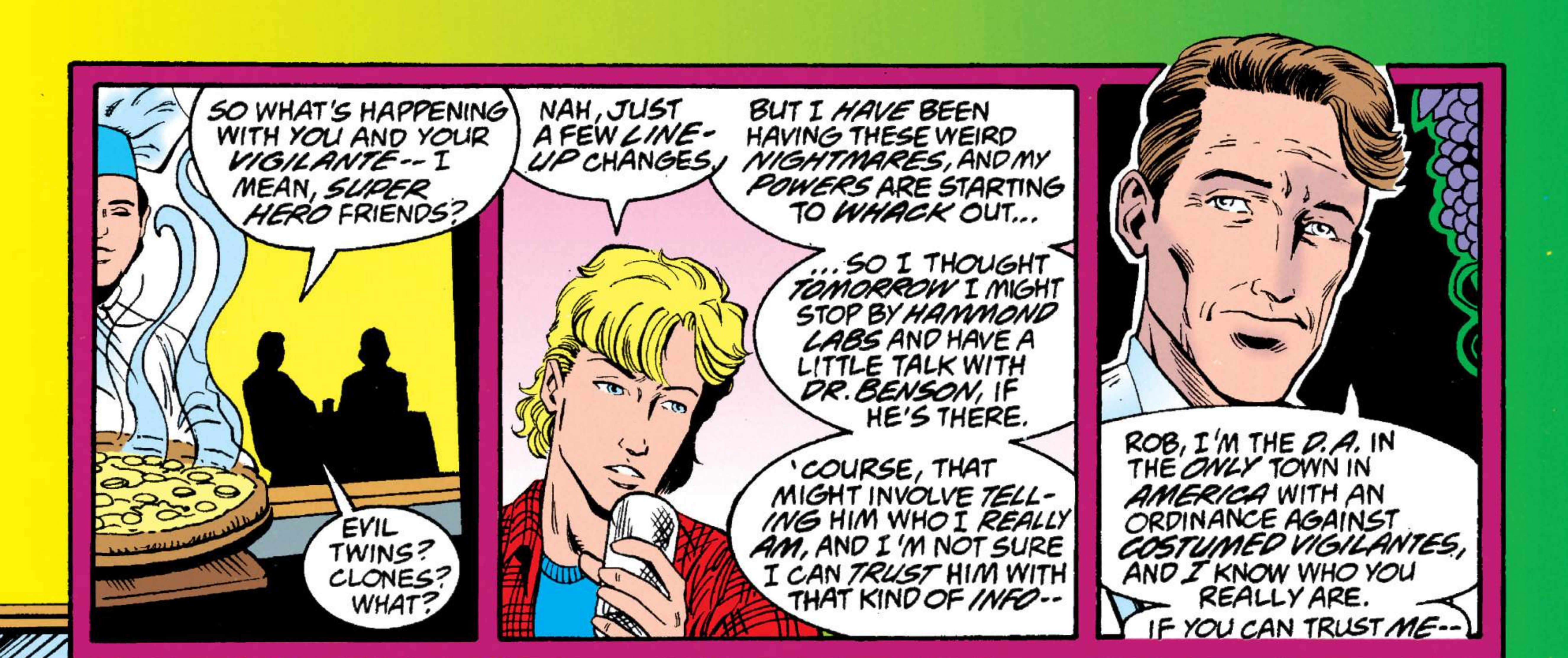
BEEN TAPING THE SIMPSONS, TOO, I SEE.



I SHOULD COME OUT HERE MORE OFTEN, DAD. I MISS YOU.

I MISS YOU, TOO, SON.

BOTH OF YOU.



MEANWHILE, IN THE NEW
WARRIORS' MANHATTAN
CRASH-PAD/HEADQUARTERS...

I KNOW I SHOULD BE
WORRYING ABOUT WARRIORS
STUFF RIGHT NOW...

***SEE
LAST ISSUE!**

WHAT
ARE WE
GOING TO
DO?

YOU KNOW I WAS
GOING TO PROPOSE
TO YOU SOMEDAY...
WHEN WE WERE
READY.

BUT NOT NOW! WE'RE
TOO YOUNG -- YOU'RE
NOT EVEN OUT OF HIGH
SCHOOL YET!

HOW CAN YOU POSSIBLY
THINK WE'RE IN ANY POSITION
TO START PLANNING
A FAMILY? **

...LIKE WHAT WE
SHOULD DO WITH THE
PRISONERS WE'RE
HOLDING IN OUR BASE-
MENT... FIRST HELIX,
AND NOW THE SOLDIER
OF MISFORTUNE
CALLED OUT.*

...OR LIKE RINA'S
TROUBLING FUTURE-
VISIONS REGARDING
SPEEDBALL...

...BUT ALL I
CAN THINK
ABOUT IS YOU,
ANGEL.

HEY, YOU'RE
HERE! GOOD,
I THOUGHT WE
MIGHT--

****SEE NW#63-#65 FOR DETAILS.**

WHODA!

SORRY, DIDN'T
MEAN TO STARTLE
YOU, JUSTICE! I JUST
TEND TO MOVE
QUIETLY...

DON'T

DO

THAT.



YEESH--
WOTTA
GROUGH.

LOOK, I
JUST WANTED
TO TALK WITH
YOU *ALONE*
FOR A MINUTE.

I KNOW
YOU AND I DIDN'T
EXACTLY START
OFF ON THE
RIGHT FOOT...

... AND I KNOW
YOU THINK I'M *NOT*
REALLY FITTING
IN AROUND HERE.



BATTING A
THOUSAND
SO FAR.

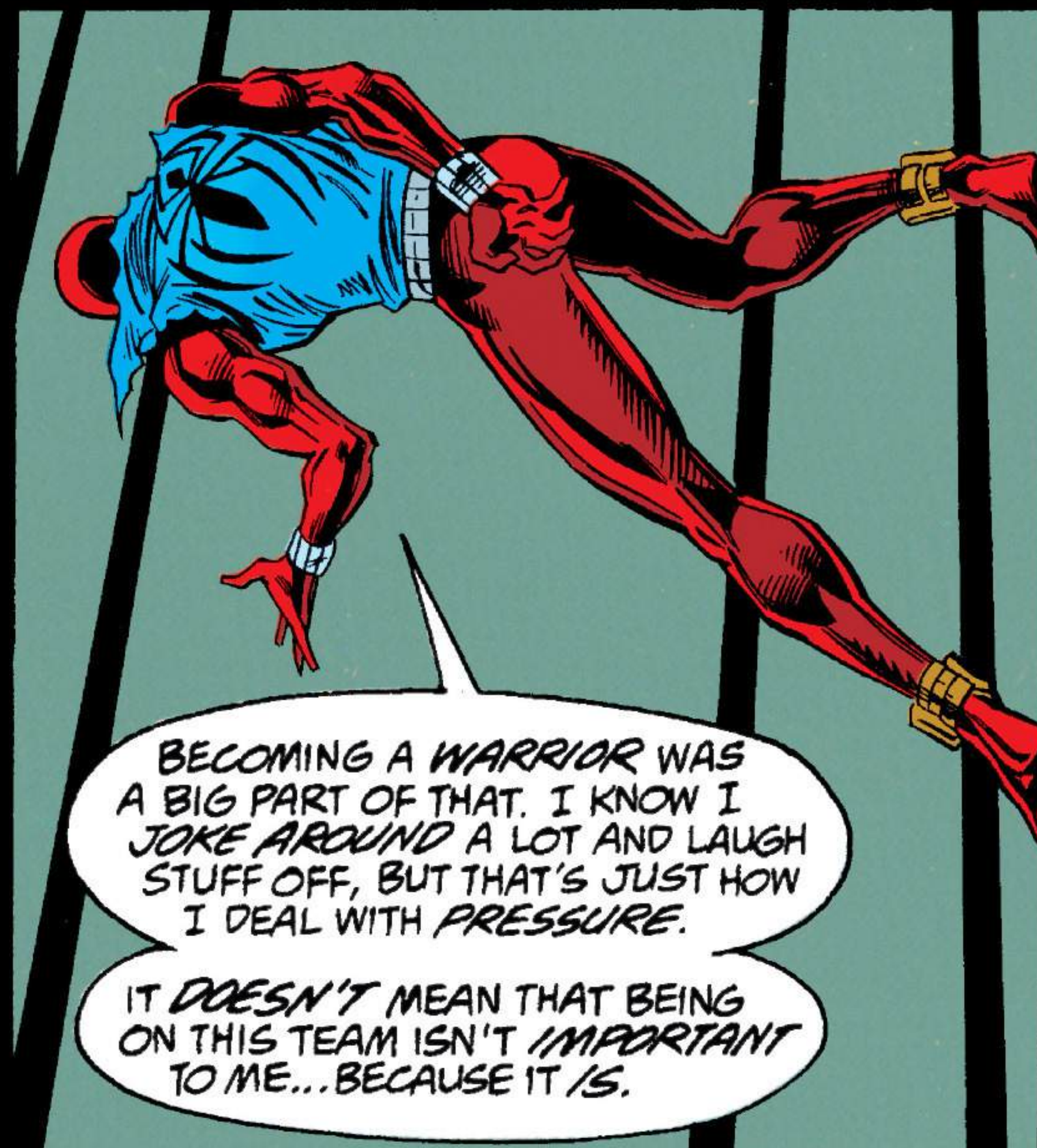
KEEP
GOING...



WELL... YOU'VE GOT
TO *UNDERSTAND*,
I'VE BEEN THROUGH
A LOT IN THE PAST
FEW YEARS, VANCE.

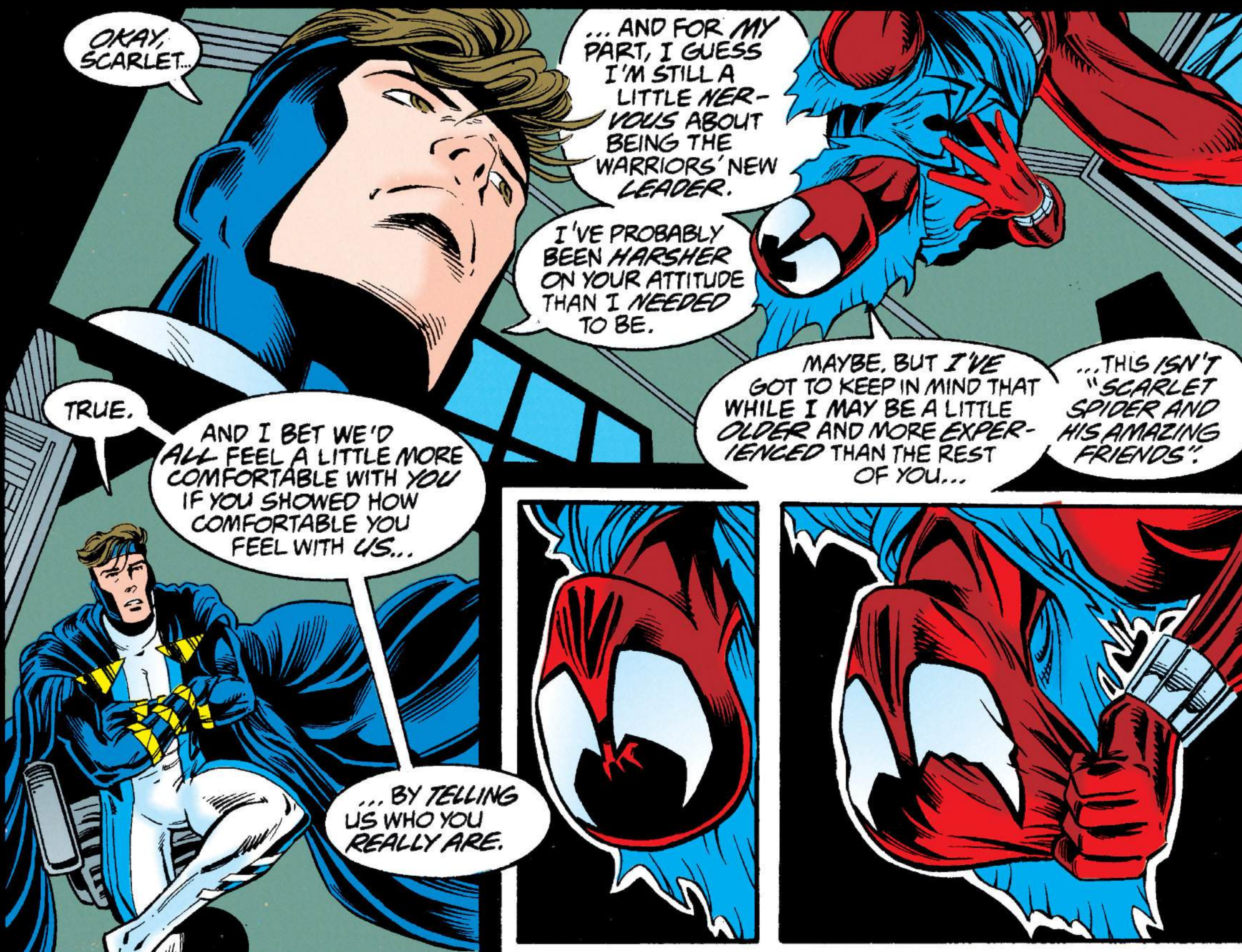
I'VE GIVEN UP
EVERYTHING I HAD,
EVERYONE I
LOVED... EVERY
PLACE I BELONGED.

NOW THINGS HAVE
CHANGED AGAIN,
AND I'M TRYING
REAL HARD TO FIND
A WAY TO FIT *INTO*
LIFE.



BECOMING A *WARRIOR* WAS
A BIG PART OF THAT. I KNOW I
JOKE AROUND A LOT AND LAUGH
STUFF OFF, BUT THAT'S JUST HOW
I DEAL WITH *PRESSURE*.

IT *DOESN'T* MEAN THAT BEING
ON THIS TEAM ISN'T *IMPORTANT*
TO ME... BECAUSE IT *IS*.



OKAY,
SCARLET...

... AND FOR MY
PART, I GUESS
I'M STILL A
LITTLE *NER-*
VOUS ABOUT
BEING THE
WARRIORS' NEW
LEADER.

I'VE PROBABLY
BEEN *HARSHER*
ON YOUR ATTITUDE
THAN I NEEDED
TO BE.

MAYBE, BUT I'VE
GOT TO KEEP IN MIND THAT
WHILE I MAY BE A LITTLE
OLDER AND MORE *EXPER-*
IENCED THAN THE REST
OF YOU...

... THIS ISN'T
"SCARLET
SPIDER AND
HIS AMAZING
FRIENDS".

TRUE.

AND I BET WE'D
ALL FEEL A LITTLE MORE
COMFORTABLE WITH YOU
IF YOU SHOWED HOW
COMFORTABLE YOU
FEEL WITH *US*...

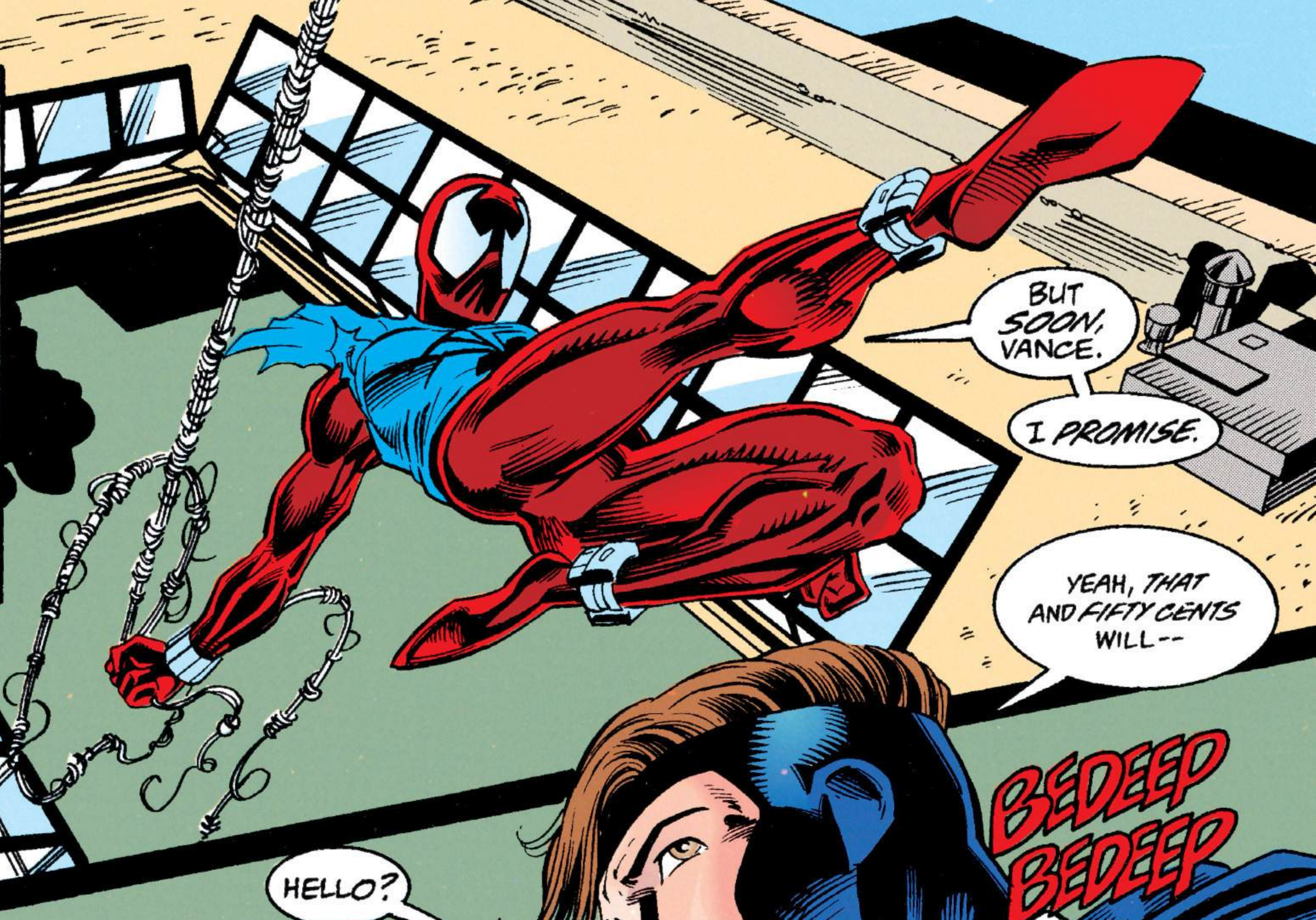
... BY TELLING
US WHO YOU
REALLY ARE.





I...

... I CAN'T.
NOT YET.



BUT
SOON,
VANCE.

I PROMISE.

YEAH, THAT
AND FIFTY CENTS
WILL--

HELLO?

IS THIS... THE
NEW WARRIORS?

FIRESTAR

LKDFJOL FBDTJPODING EG
KDFJHO:DJHGHID GJHGH JO
RKJTTOD D DKJG DFKJNYTOD
KJEROIT EYORE S:FON WOURN
WED/LKSJFS
R:KLTJERPMS SKRAJE EL4535
R:TOB6475 3584566 4863
[0866 43984N 451845 483P
848573N-66 38-8865 2-25
3824N23 346586
POBUTED3 T'ELJ FJJPEN
ROTTYPIORUTH EWOJEROYNEW WOJERY WY



**BEDEEP
BEDEEP**

EH? THE
PHONE?



YES, MA'AM.
WHO'S CALLING?

IS THIS
JUSTICE?

YES...



CALLER I.D.
LOCATION: JERUSALEM, ISRAEL
011-972-255-8455

LKDFJOL FBDTJPODING EG
KDFJHO:DJHGHID GJHGH JO
RKJTTOD D DKJG DFKJNYTOD
KJEROIT EYORE S:FON WOURN
WED/LKSJFS
R:KLTJERPMS SKRAJE EL4535
R:TOB6475 3584566 4863
[0866 43984N 451845 483P
848573N-66 38-8865 2-25
3824N23 346586

*FROM NW #58-59--TOM

OH, NO... THAT CALLER I.D.
LOCATION... IT CAN'T BE--!

JUSTICE--IT IS
YOU! THIS IS SABRA...
DO YOU REMEM-
BER ME?*

I--OF COURSE I
DO. BUT, UH... ISN'T IT
THE MIDDLE OF THE
NIGHT OVER THERE
IN ISRAEL?

YES... I'VE BEEN HAVING
A HARD TIME SLEEPING
LATELY... BECAUSE I
REMEMBER YOU.



I'VE BEEN... HOPING...
PERHAPS WE COULD
GET TOGETHER
SOMEHOW... SOON...

OH, MAN!
NOT NOW,
SABRA...

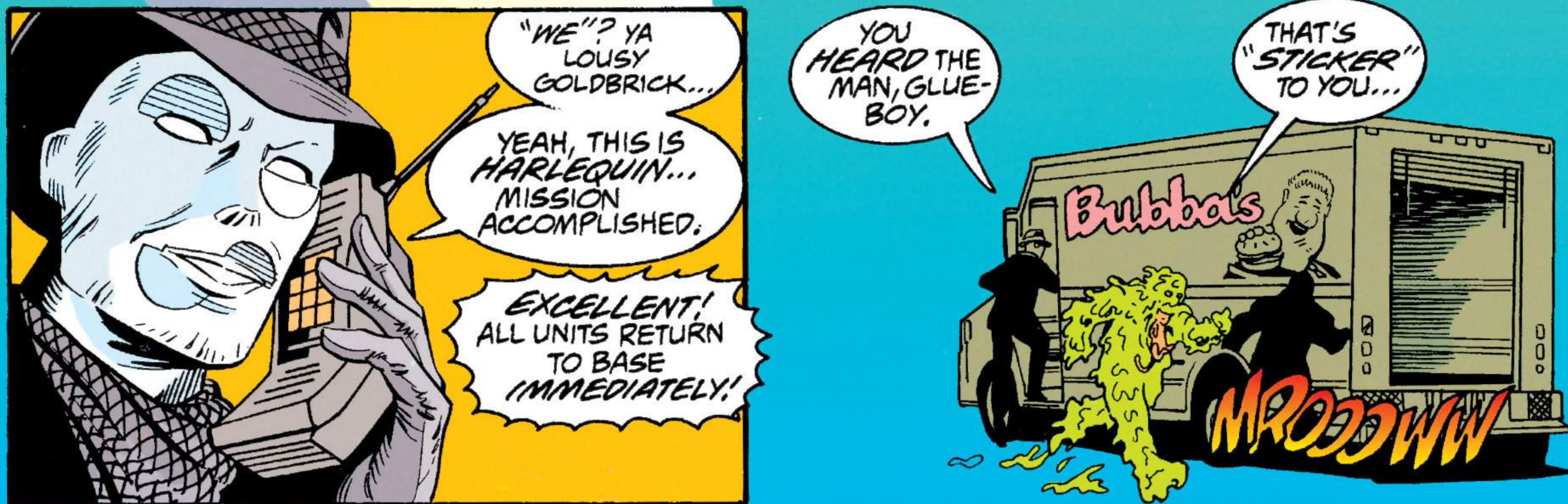
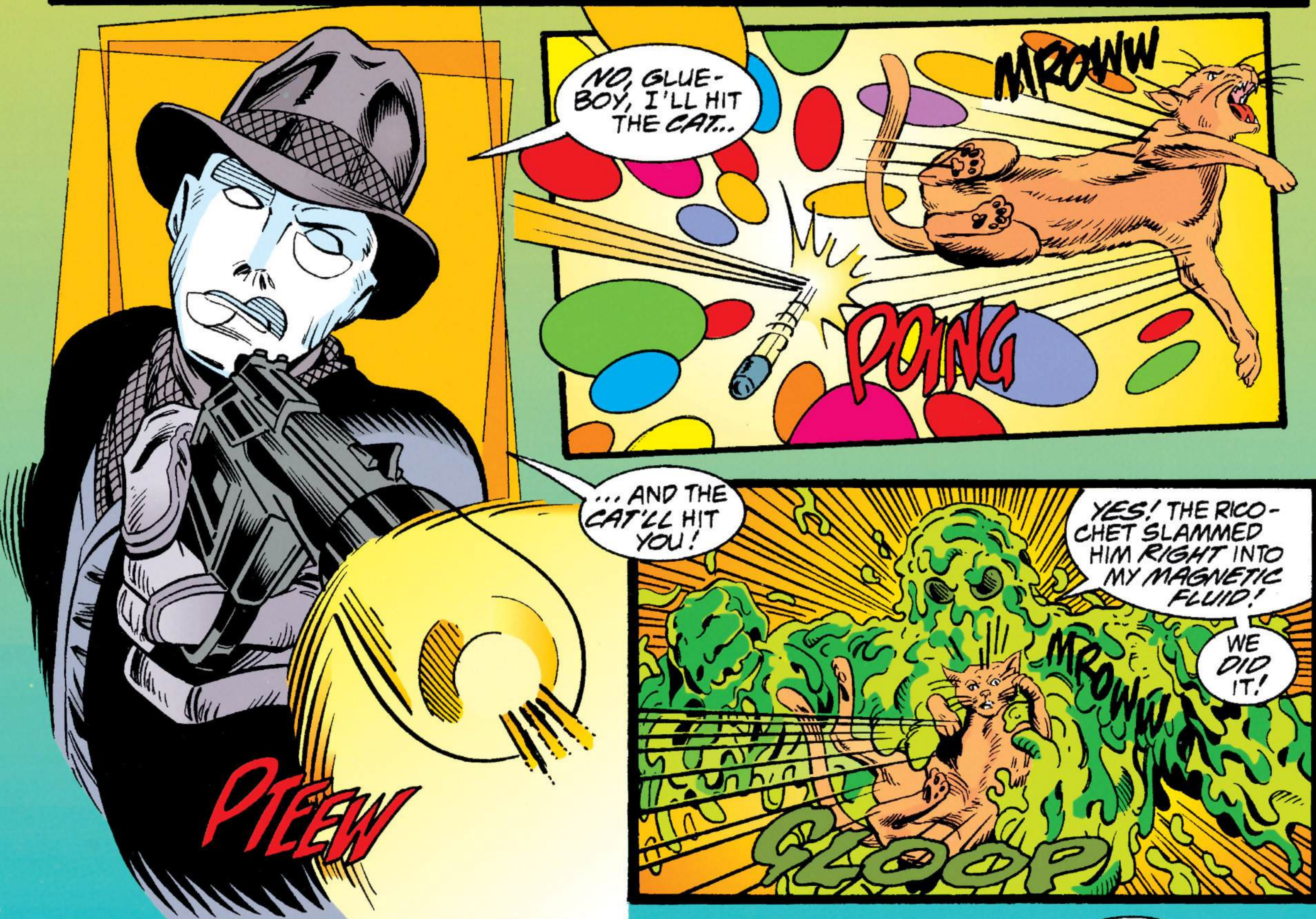
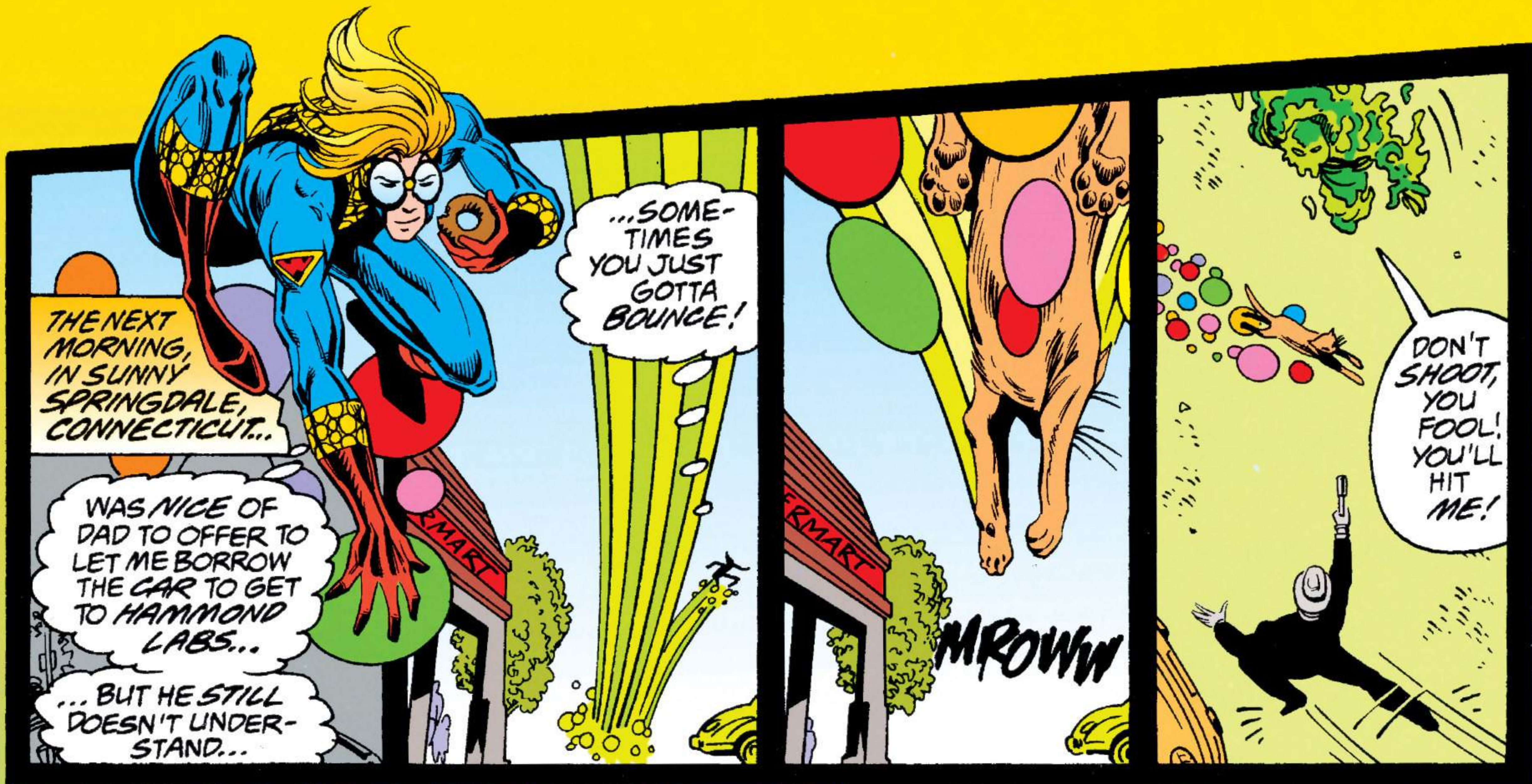


M, ISRAEL

**RPITU
F:06
R EDR
L 001**

...NOT
NOW!

3824N





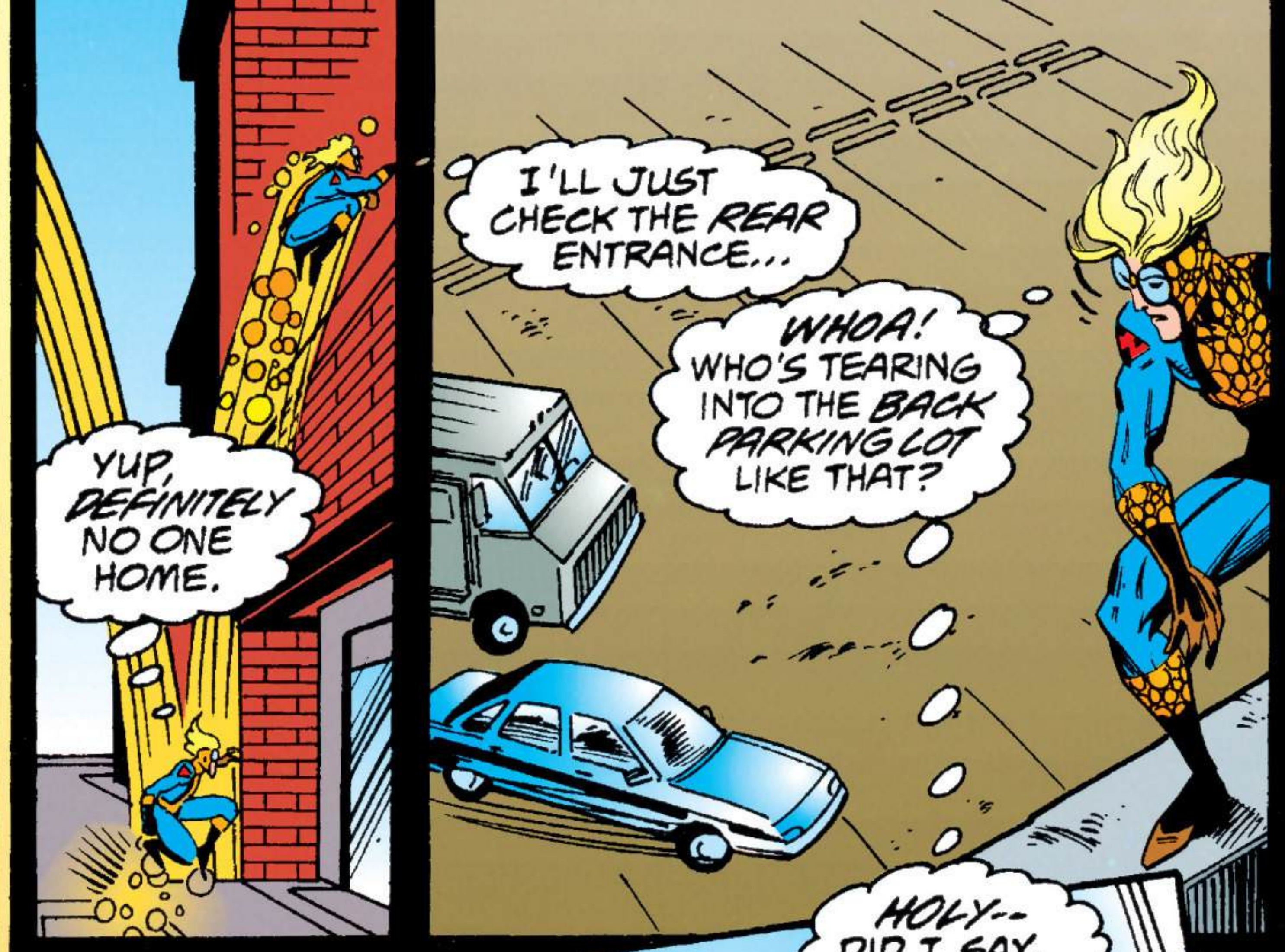
AW, RATS!

CLOSED, GUESS I SHOULD'VE KNOWN, IT BEING SATURDAY AND ALL.

BUT DR. BENSON USED TO WORK RIGHT THROUGH THE WEEKEND!

AH, I SUPPOSE HE'S NOT AS YOUNG AS HE USED TO BE...

HAMMOND RESEARCH CENTER



YUP, DEFINITELY NO ONE HOME.

I'LL JUST CHECK THE REAR ENTRANCE...

WHOA! WHO'S TEARING INTO THE BACK PARKING LOT LIKE THAT?

HOLY-- DID I SAY, "RATS"?!?



FELICITATIONS, FELLOW FELON! FINALLY FETCHED THE FICKLE FELINE?

YEAH, IT WAS NO' PROB--HEY, WHAT'D YOU CALL ME?

I DON'T BELIEVE IT! IT'S ...IT'S LIKE A MEETING OF EVERY TWO-BIT VILLAIN I EVER FOUGHT HERE IN SPRINGDALE...

"...THERE'S THE BUG-EYED VOICE!"



"THE GHOST OF SPRINGDALE HIGH!"



"BONEHEAD!"



"LEAPER LOGAN!"



"THE HARLEQUIN HIT MAN!"



"THE BASHER!"



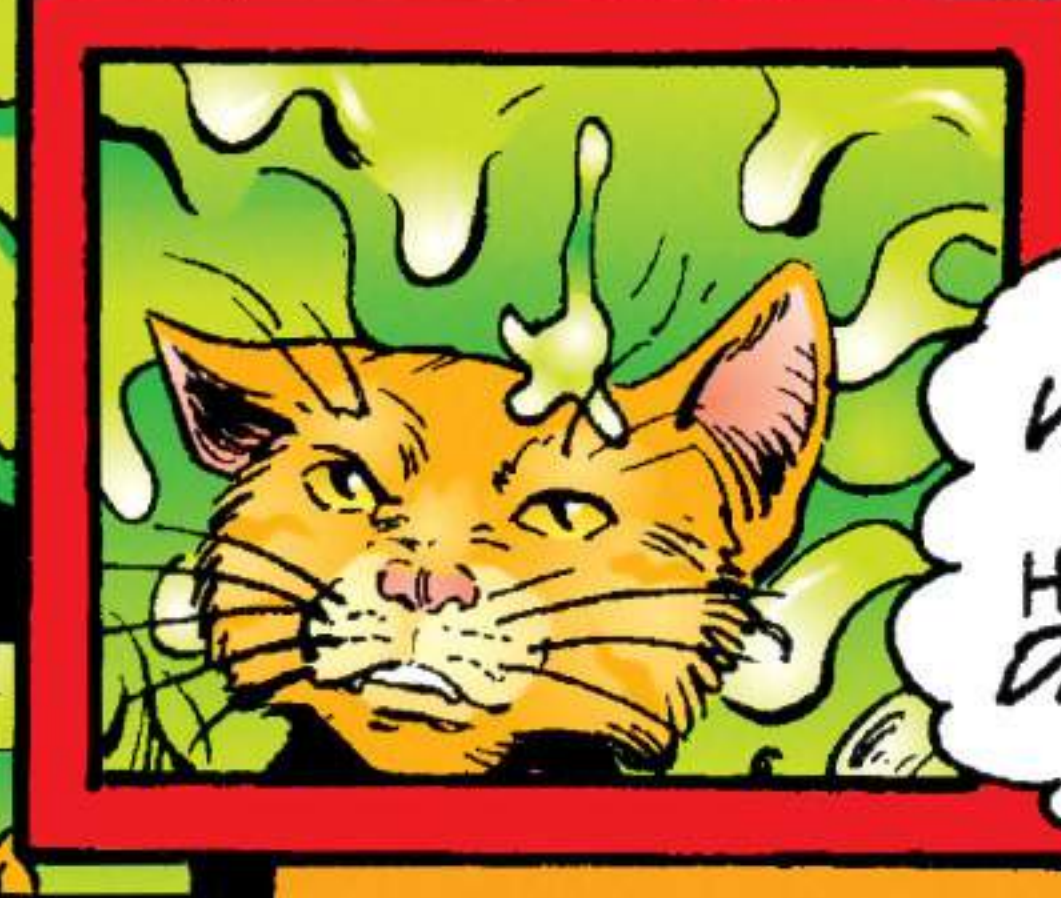
"THE TWO-LEGGED RAT!"



"THE STICKER!"



AND... STUCK TO THE STICKER... THAT LOOKS LIKE NIELS!



I ALWAYS WONDERED WHAT EVER HAPPENED TO DR. BENSON'S CAT...



"... HE WAS ALWAYS UNDER-FOOT BACK WHEN I WORKED HERE AT HAMMOND LABS..."



"... AND THE FATEFUL DAY OF DR. BENSON'S BIG EXPERIMENT WAS NO EXCEPTION!"

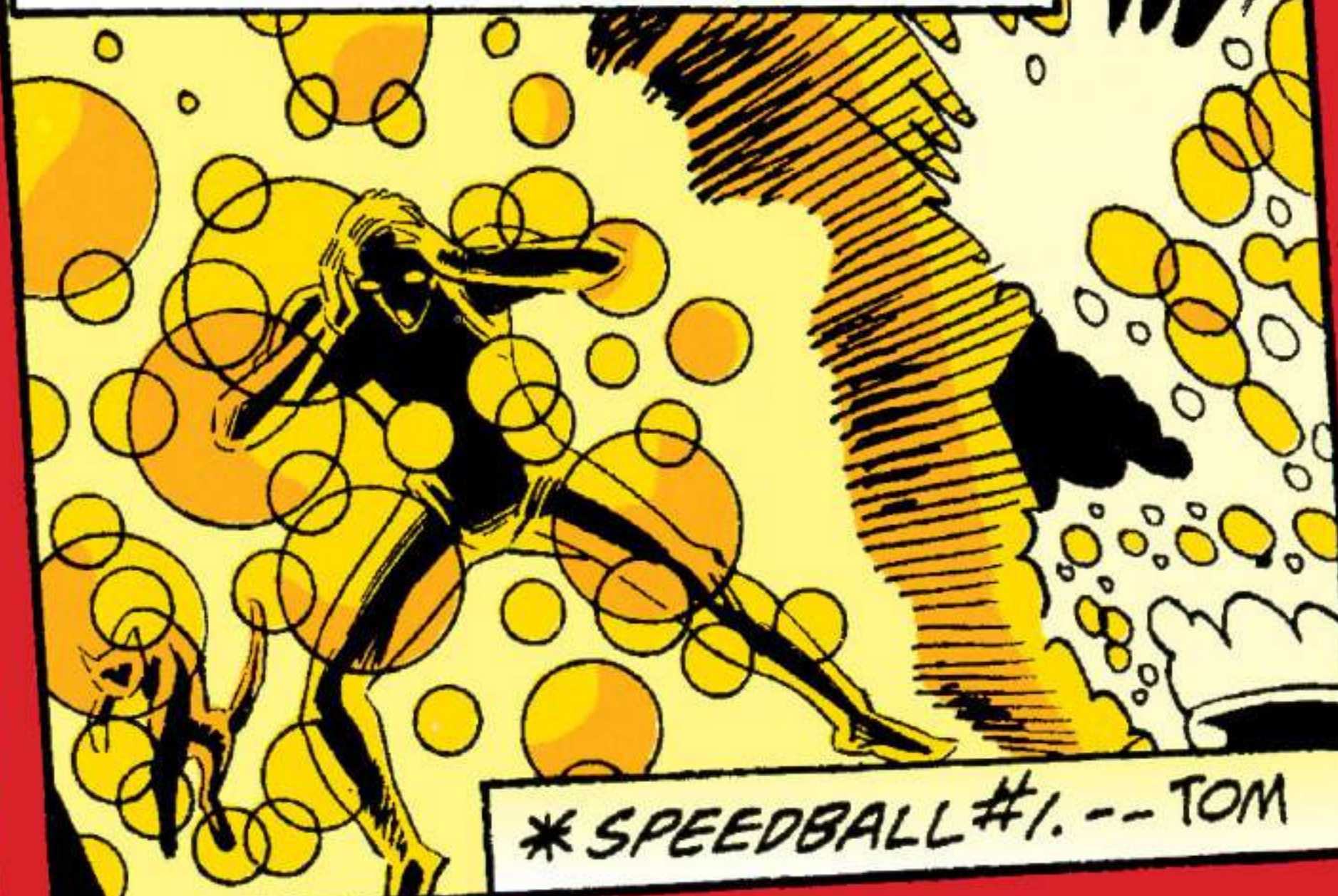


HEY, WHAT DID YOU GUYS DO TO THAT CAT?

THE BOSS WON'T BE HAPPY IF YOU'VE DAMAGED THE GOODS...

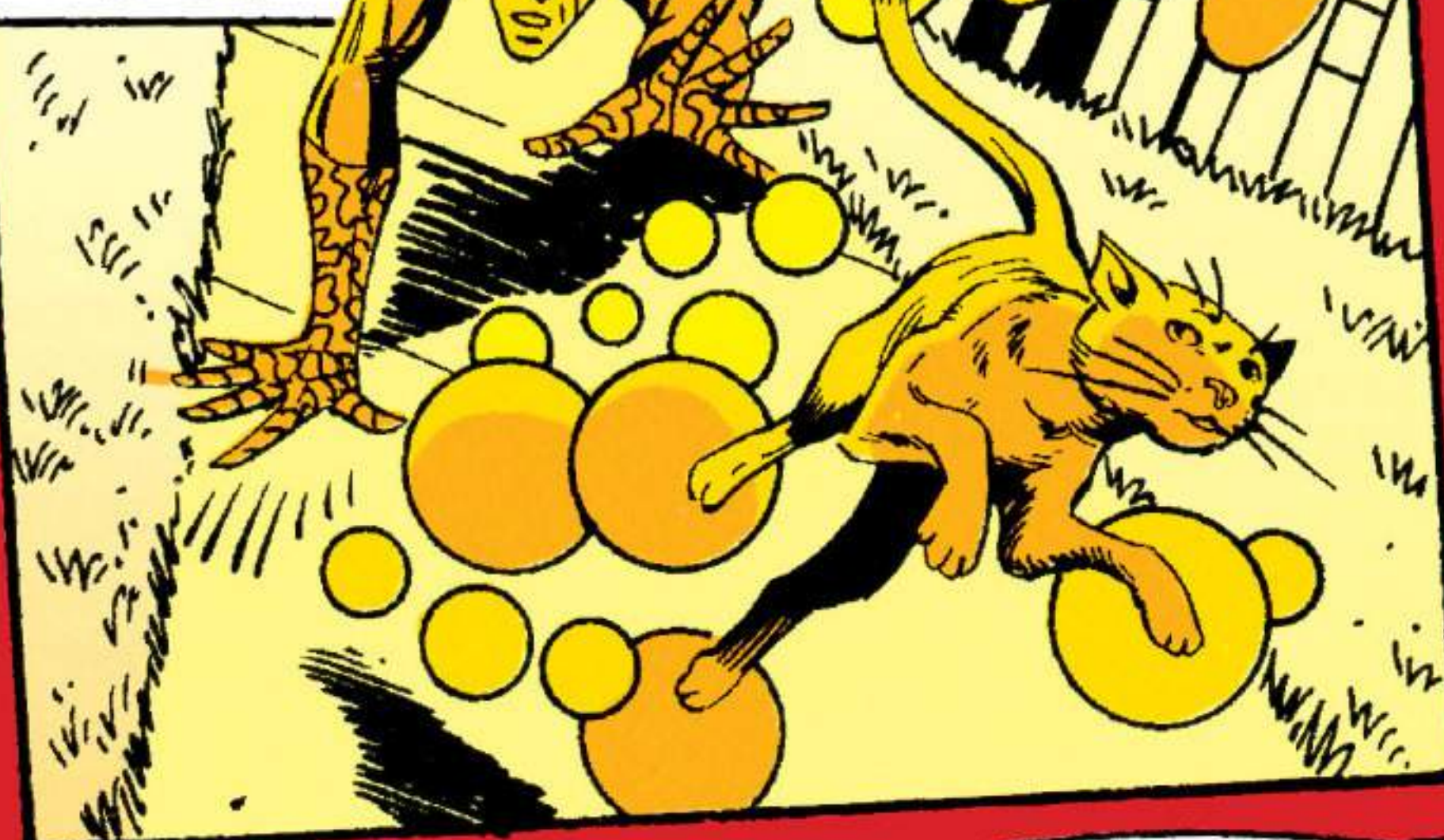


"SO WHEN THE ENERGY FROM THE KINETIC DIMENSION WENT OUT OF CONTROL, I WASN'T THE ONLY ONE WHO BECAME A BOUNCING BUNDLE OF ENERGY! *



* SPEEDBALL #1. -- TOM

"I REMEMBER SPENDING THE NEXT YEAR TRYING TO CATCH THAT STUPID CAT, SO DR. BENSON COULD STUDY HIS POWERS-- WITHOUT HAVING TO STUDY MINE!"



LET'S GO GET OUR REWARD, THEN ... BEFORE THE COPPERS SHOW UP!

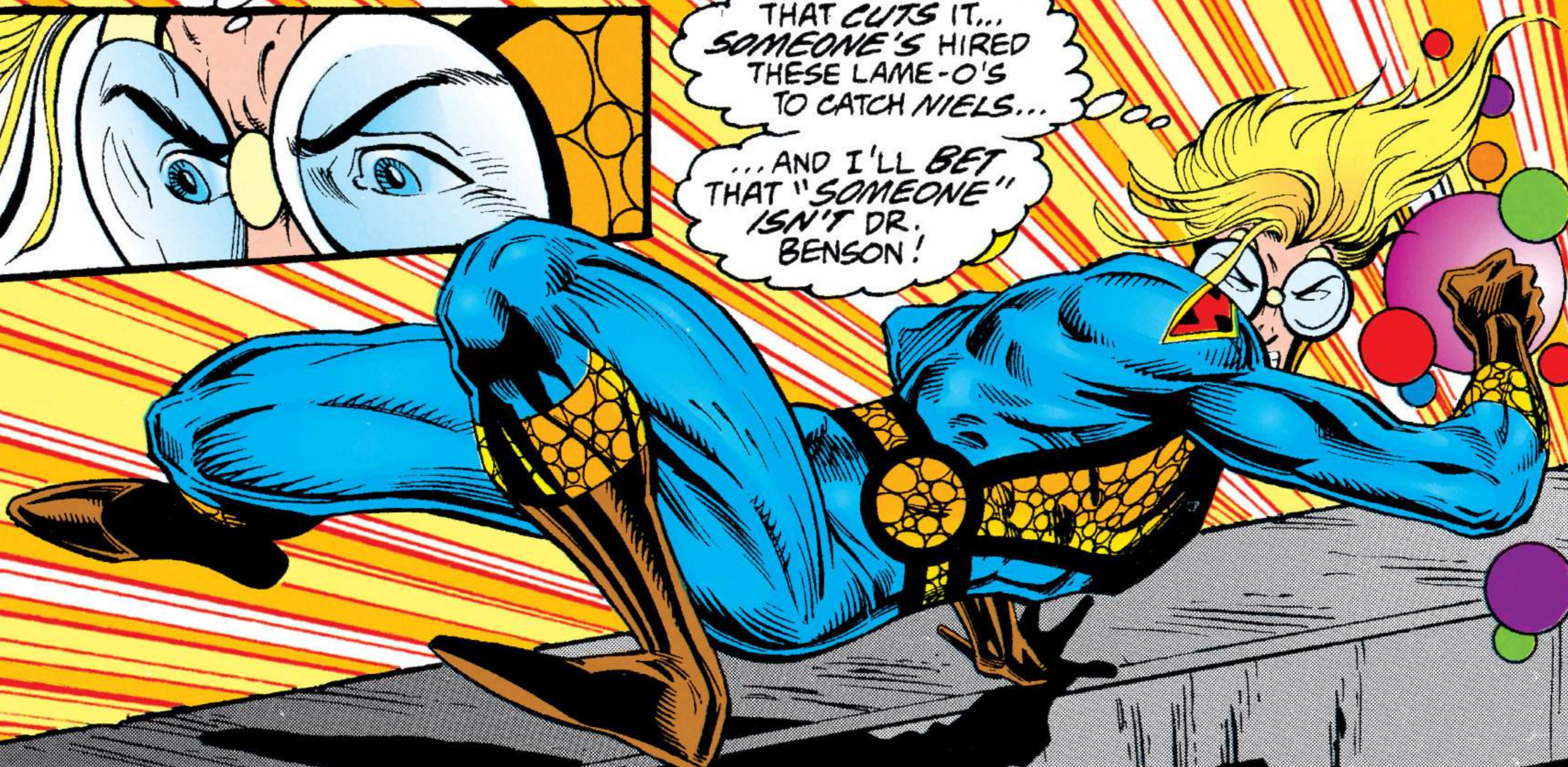
ALWAYS WITH "THE COPPERS!"



THEY HAVE THE KEYS TO THE LAB?!

THAT CUTS IT... SOMEONE'S HIRED THESE LAME-O'S TO CATCH NIELS...

... AND I'LL BET THAT "SOMEONE" ISN'T DR. BENSON!



-- TOLD YOU
THE SECRET
STAIRWAY
WAS AROUND
HERE. NOW,
C'MON.

POING

DID YOU
HEAR THAT?
SOUNDED
ALMOST LIKE--

SPEEDBALL!
SSSH! SLEUTHS
SHOULD SERVE
IN SILENCE--

SPEEDBALL?!?

POW

HEYA, BASHER--
HOW'S IT HANGIN'?

WHUUK

BUG!
LONG TIME NO
SEE!

HOW'RE
THE WIFE AND
LARVAE?

PWAAAH!

PLUG THE
DIRTY RAT!

HEY--!

BUDDA

WHEEE!
THANKS FOR THE
KINETIC BOOST,
BOYS!

WHAT NICE
BIG GUNKS YOU
ALL HAVE!

WANNA
SEE
MINE?

BANG
BANG.

WHOUFF!

KEEP HIM BUSY
WHILE I DELIVER
THE MERCHANDISE!

ARRGH!

OH, HE'S
GONNA BE BUSY,
ALL RIGHT...

...BUSY
SLEEPIN'!



"GEE, BULLETS
DON'T STOP HIM,
BUT MAYBE A
HEAD-BUTT
WILL!"

AH, LOOK
WHO I'M
ASKING...

... GUYS
WITH RUBBER
RAT MASKS
ON THEIR
HEADS.

HEL-LOOOO?

DOES ANYONE
ELSE HERE SEE
THE FLAW IN
THIS LOGIC?

POING

POING

POING

Sigh

THEY JUST
DON'T MAKE
SUPER-VILLAINS
LIKE THEY USED
TO.

KINDA EMBAR-
RASSING THAT THOSE
LOSERS EVER GAVE
ME A HARD TIME.

'COURSE! IN THOSE
DAYS, I WAS
ALWAYS FALLING
ALL OVER
MYSELF... THANK
GOD I LEARN-
ED HOW TO--

TRYING
TO TURN ME
BACK INTO
ROBBIE!

GOT TO FIX--
WHOOOAA!

WHOA!
NOW MY
LEG'S
FREAKIN'
OUT!

GIVE IT--
UMF--UP,
STICKER!

I'M NOT--
WHAAA-- THE
SAME SPEEDBALL
YOU FACED YEARS
AGO!

LOOK
THE SAME
TO ME,
KLUTZ!

ALL RIGHT,
I WARNED
YOU--

WHAT
THE--
KOFF
KOFF--

--WHO--?



I HAD HOPED THAT BREAKING ALL YOUR FORMER FOES OUT OF JAIL MIGHT PROMPT A REAPPEARANCE OF SPRINGDALE'S "MASKED MARVEL"...

...BUT I NEVER DARED PRAY HE'D SHOW UP ON MY FRONT DOOR-STEP JUST IN TIME FOR MY GREATEST EXPERIMENT!

WELL, WELL... WHAT A NICE SURPRISE, EH?

C-CLYDE...?
= KOFF=

THAT'S **REBOUND** TO YOU!

OR IT WILL BE, BY THE TIME YOU WAKE UP.

BRING THE GEEK AND THE CAT. IT'S TIME OUR BOUNCING FRIENDS SHARED THEIR SECRETS WITH SPRINGDALE'S GREATEST MASTERMIND.

HRWOP!

AND SHUT THAT CAT UP!

UH... HOW?

LATER...

...THOUGH HOW MUCH LATER IS SOMETHING SPEEDBALL DOESN'T KNOW...

UNHH

... THAT WAS THE STUPIDEST DREAM YET...

UH OH.

MROW?

GUESS THE DREAM AIN'T QUITE OVER...

THIS IS NOT ABOUT YOUR DREAMS, IDIOT-- IT'S ABOUT MINE!

THE DREAM I'VE HAD FOR YEARS... TO BECOME THE ULTIMATE SUPER-VILLAIN!

WHAAAT?! YOU'RE LUCKY TO BE ALIVE AFTER WHAT HAPPENED TO YOU, CLYDE!*

HOW DID YOU MANAGE TO SET ALL THIS UP IN DOC BENSON'S BASEMENT?

GOD, ARE YOU THICK... I CAN'T BELIEVE YOU STILL DON'T GET IT! I'M A CRIMINAL GENIUS OF THE HIGHEST ORDER, YOU MORON!

DIDN'T YOU EVER WONDER WHY SPRINGDALE WAS ALWAYS CRAWLING WITH THESE LAME, HALF-BAKED STUPID-VILLAINS?

You're Eventual Role Doom

HEY--!

WELL, NOW THAT YOU MENTION IT...

I'VE BEEN WORKING ON THIS DREAM FOR YEARS, "SPEEDBALL"... AND YOU'VE BEEN FIGHTING WITH ALL MY FAILED EXPERIMENTS!

*CLYDE'S EXPERIMENTS INTO ACCELERATED GROWTH ALMOST GOT HIM KILLED BY A GIANT RAT IN THE BARELY CLASSIC SPEEDBALL #10.--TOM

GROWTH FORMULAE, GLUE-HARD-SKULL FORMULAE... WAKE UP, BOY! I'M THE GREATEST ENEMY YOU NEVER KNEW YOU HAD!

I SHOULD'VE LET THE GIANT RAT EAT YOU.

YES, YOU SHOULD HAVE.

BECAUSE NOW YOU AND THAT MANGY CAT ARE ABOUT TO BE DRAINED OF EVERYTHING THAT MAKES YOU SPECIAL...

...AND I'M ABOUT TO BECOME A BOUNCING, UNSTOPPABLE JUGGERNAUT OF DESTRUCTION!

WHUMMMM

UNNH! THIS SITUATION IS RAPIDLY LOSING ITS HUMOR...

CAN'T BUDGE TO CREATE A KINETIC EFFECT... AND I CAN FEEL MY POWERS SLIPPING AWAY...

HEY, CUT IT OUT, CLYDE!

YOU'RE HURTING THE POOR CAT!

HGGLP
HGAKK

YOU ACTUALLY THINK I'LL FALL FOR THAT?!

THE FLEA-BITTEN DIRTBAG JUST HAS A HAIRB--

HHWHHRRP

INCOMING--!

ZRAAKOOM

YES!

NO NO NO NO NO
PUSH THE BUTTON
FRANK

MROW!

I'LL...GET IT... KNEW I SHOULD'VE KILLED... THAT...

HITTHH

...CAAAAT!



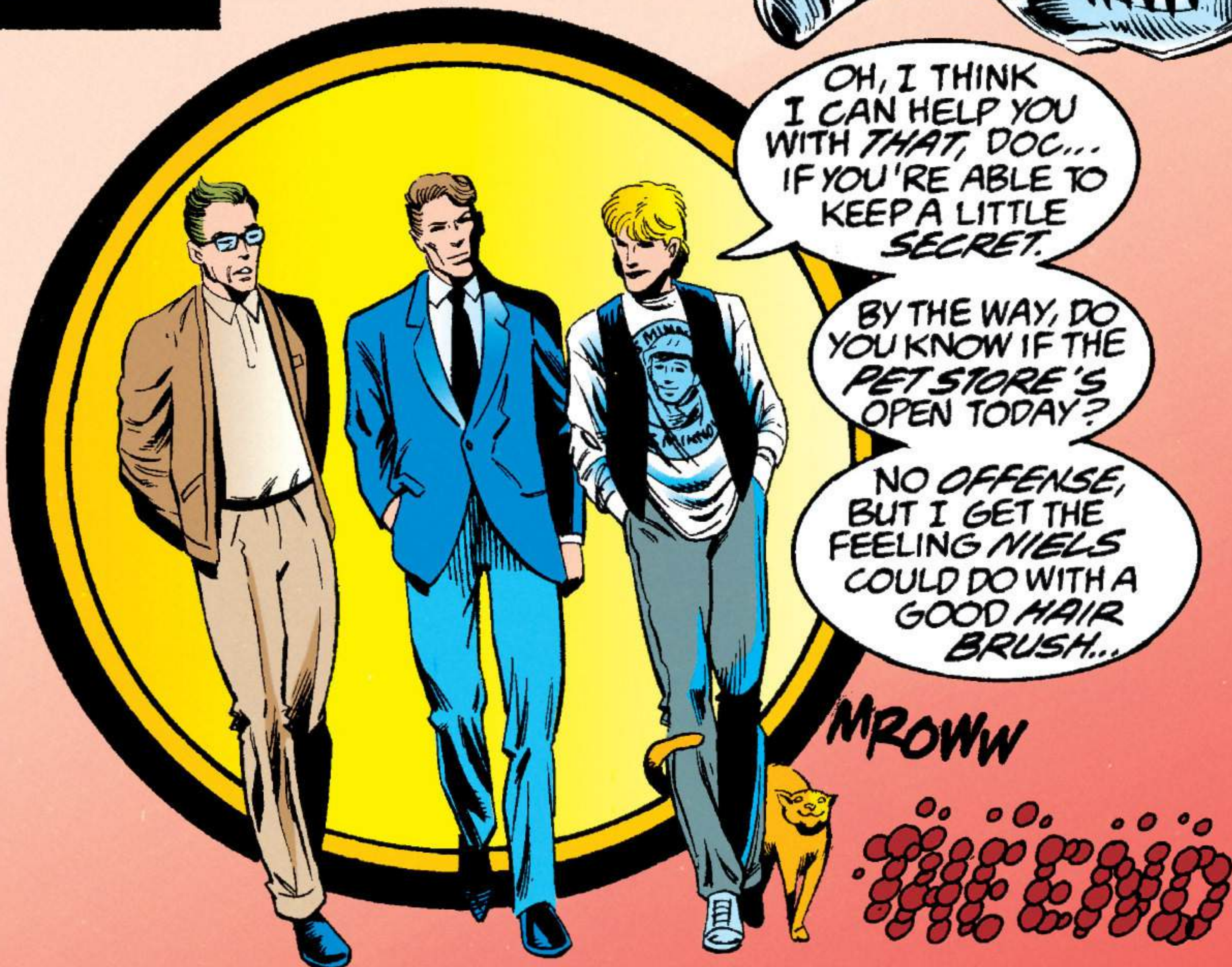
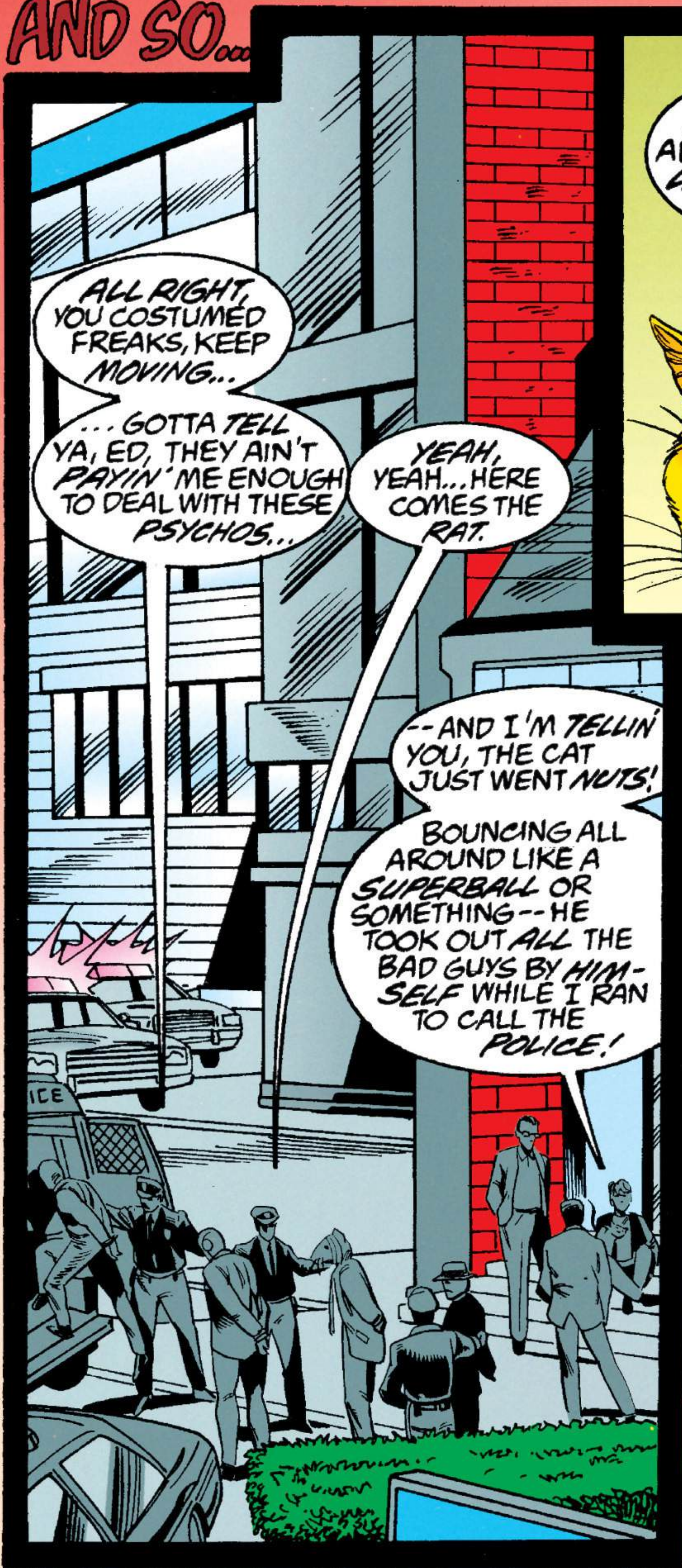
"GOOD CALL, CLYDE..."

"WHEW."

"THANKS FOR THE ASSIST, NIELS. I CAN TELL YOU IN ALL HONESTY..."

"... I'VE NEVER BEEN HAPPIER TO SEE A CAT PUKE."

AND SO...





ONLY
\$1.50
US
\$2.05 CAN
DEC • 2
MARVEL
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SCARLET SPIDER

FROM
WEB-SWINGER--



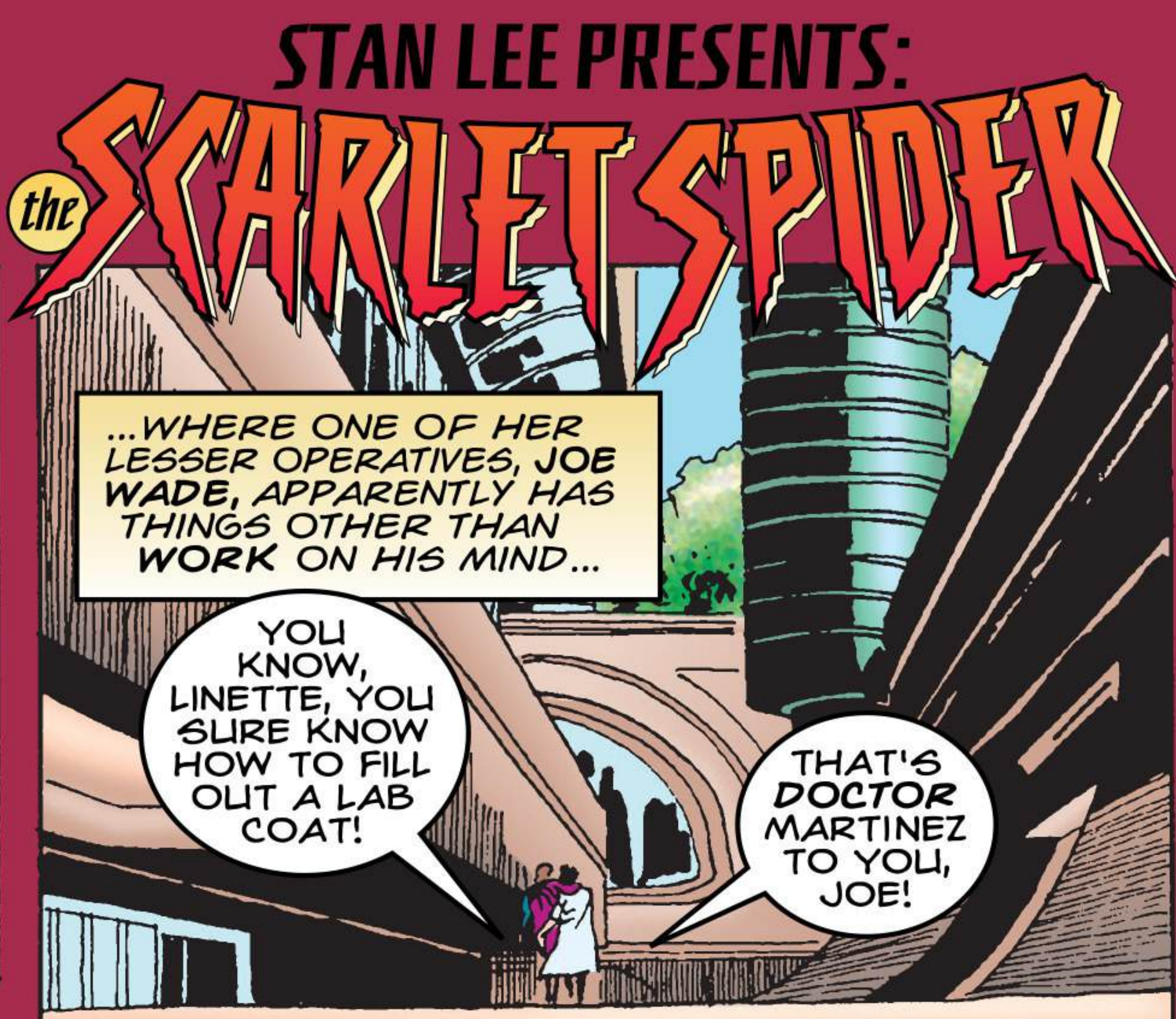
--TO
GUN-SLINGER!

Cyberwar
part 3 of 4

SCARLET SPIDER #2 NEWSTAND-EDITION COVER

Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **AMAZING SPIDER-MAN**! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil in a new costumed identity...

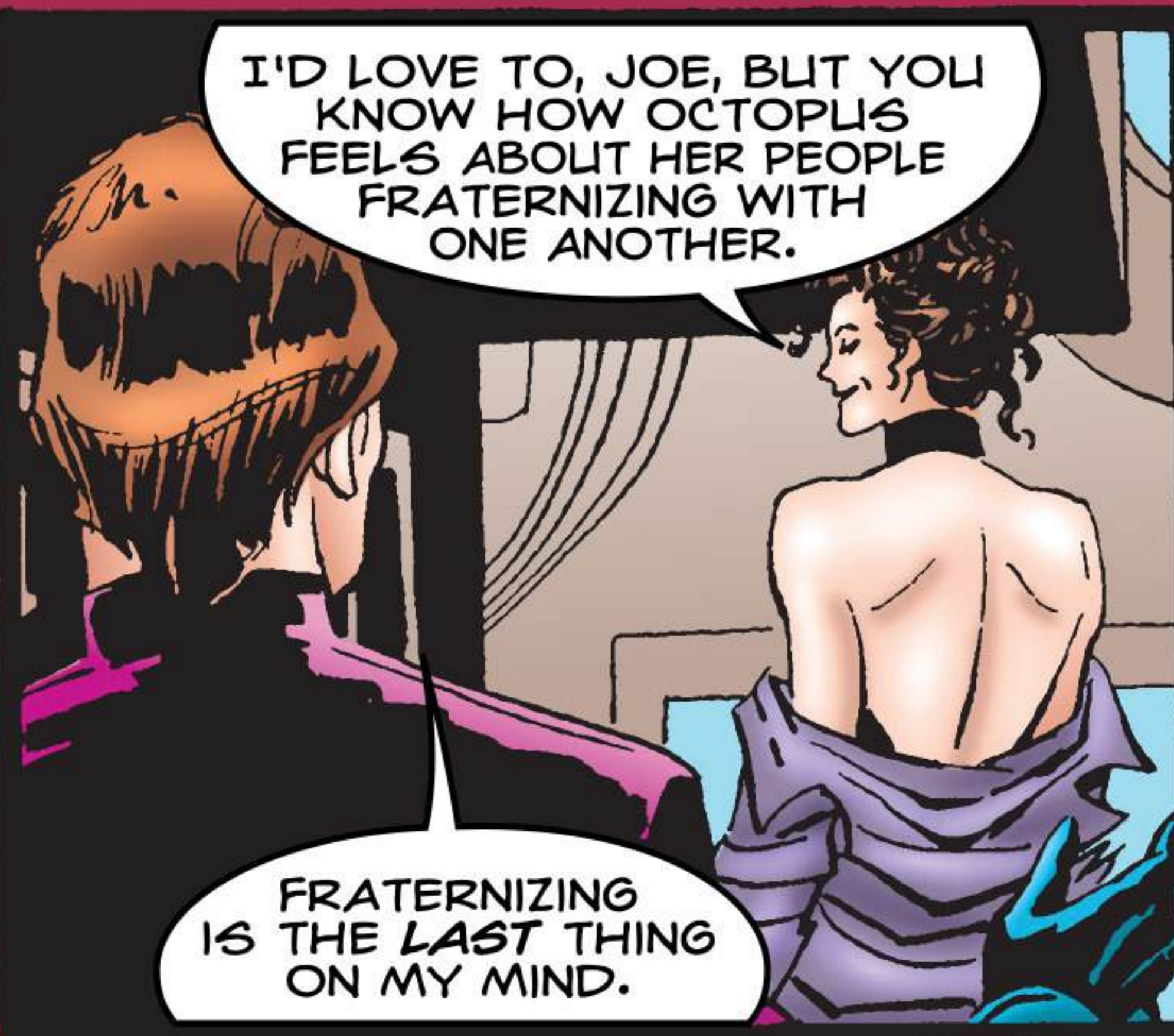
THE STATEN ISLAND
LABORATORY
COMPLEX OF THE NEW
DOCTOR OCTOPUS...



YEAH,
WHY DON'T
WE FIND A QUIET
PLACE TO PLAY...
DOCTOR!



I'D LOVE TO, JOE, BUT YOU
KNOW HOW OCTOPUS
FEELS ABOUT HER PEOPLE
FRATERNIZING WITH
ONE ANOTHER.



FRATERNIZING
IS THE LAST THING
ON MY MIND.

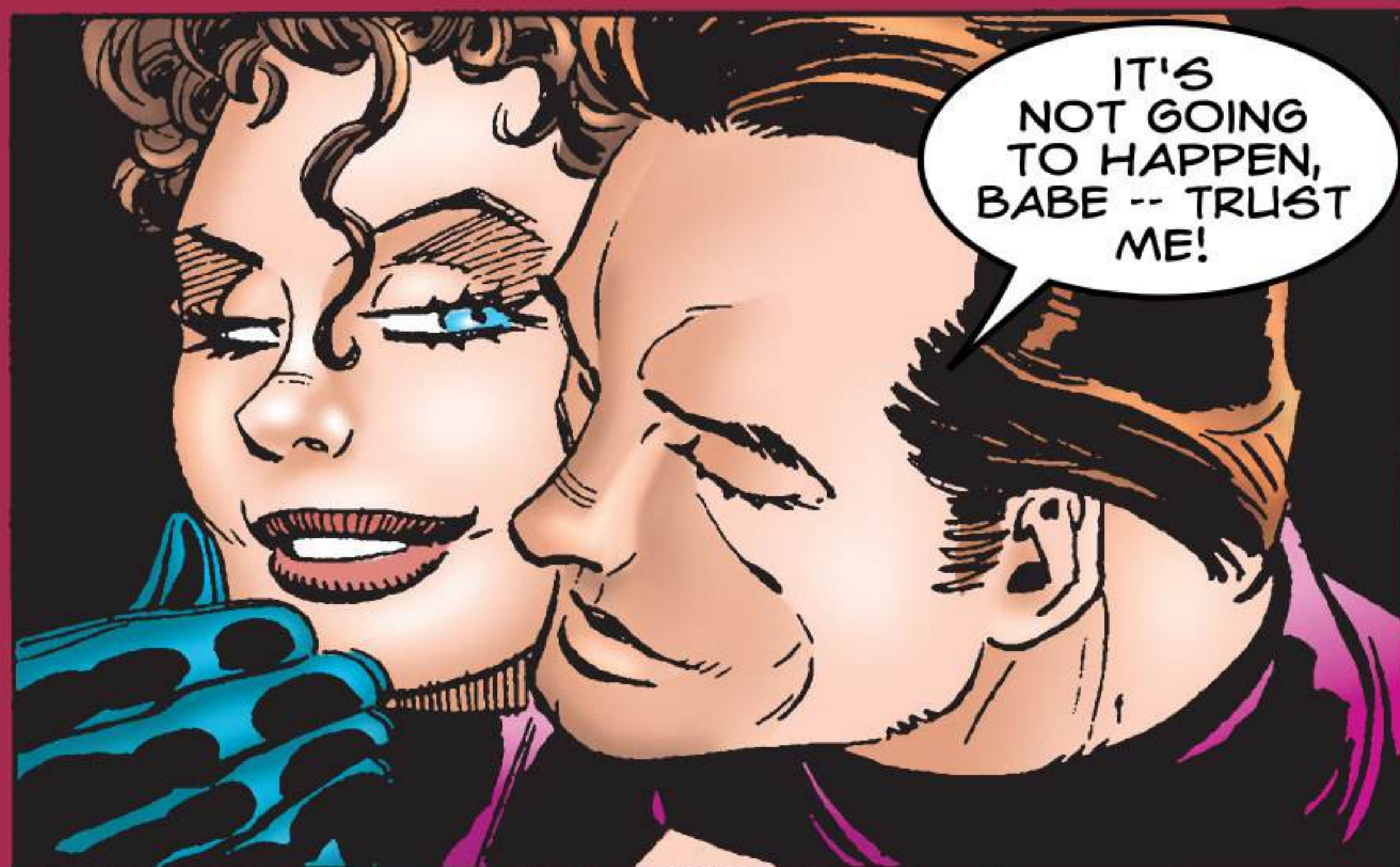
C'MON,
KIDDO, YOU'VE
GOT TO KNOW SOME
PLACE AROUND HERE
WHERE NO ONE WILL
NOTICE.

THERE
IS ONE PLACE,
BUT IT'S OFF LIMITS
TO THOSE WITHOUT
TOP SECURITY
CLEARANCE... LIKE
YOU!

SOUNDS
GOOD TO
ME.

OKAY...
BUT IF WE
GET CAUGHT...

IT'S
NOT GOING
TO HAPPEN,
BABE -- TRUST
ME!



YOU
REMEMBER
YOU SAID
THAT.



ALONG CAME A VIRTUAL SPIDER

Cyberwar

part 3 of 4

The Stunning Debut of our All-New Art Team...

JOHN ROMITA, JR. & WILLIAMSON
PENCILS

AL
INKS

HOWARD MACKIE WRITER

KEVIN TINSLEY
COLORIST

RICHARD STARKINGS
AND **COMICRAFT**
LETTERS

BOB BUDIANSKY
EDITOR & CHIEF

WHOA!
SO THIS IS WHERE
ALL THE ACTION
HAPPENS!

-- PERHAPS YOU'D LIKE
TO CHECK OUT SOME OF
THE... EQUIPMENT,
JOE.

Huh?

THE
COMPUTER
EQUIPMENT,
JOE.

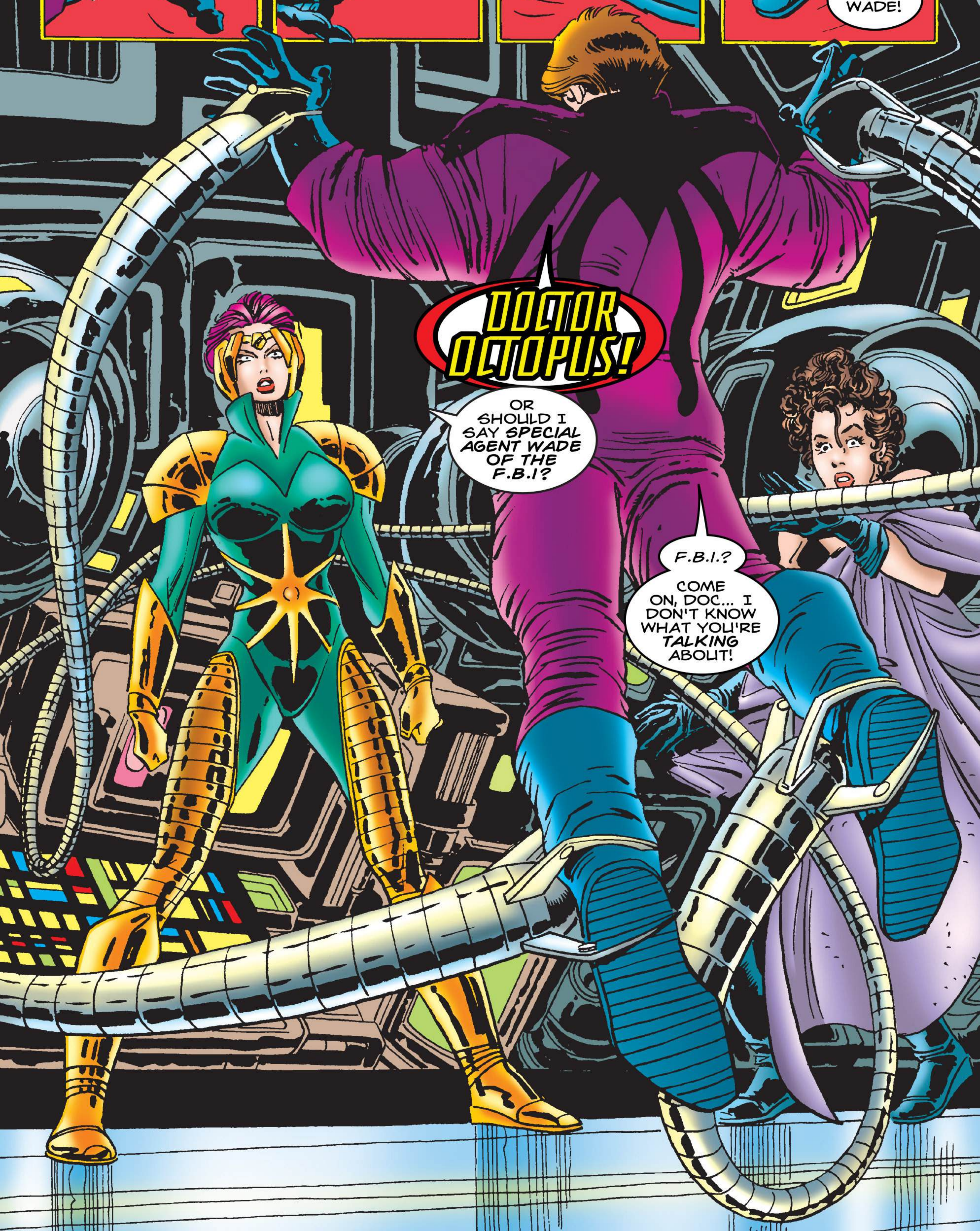
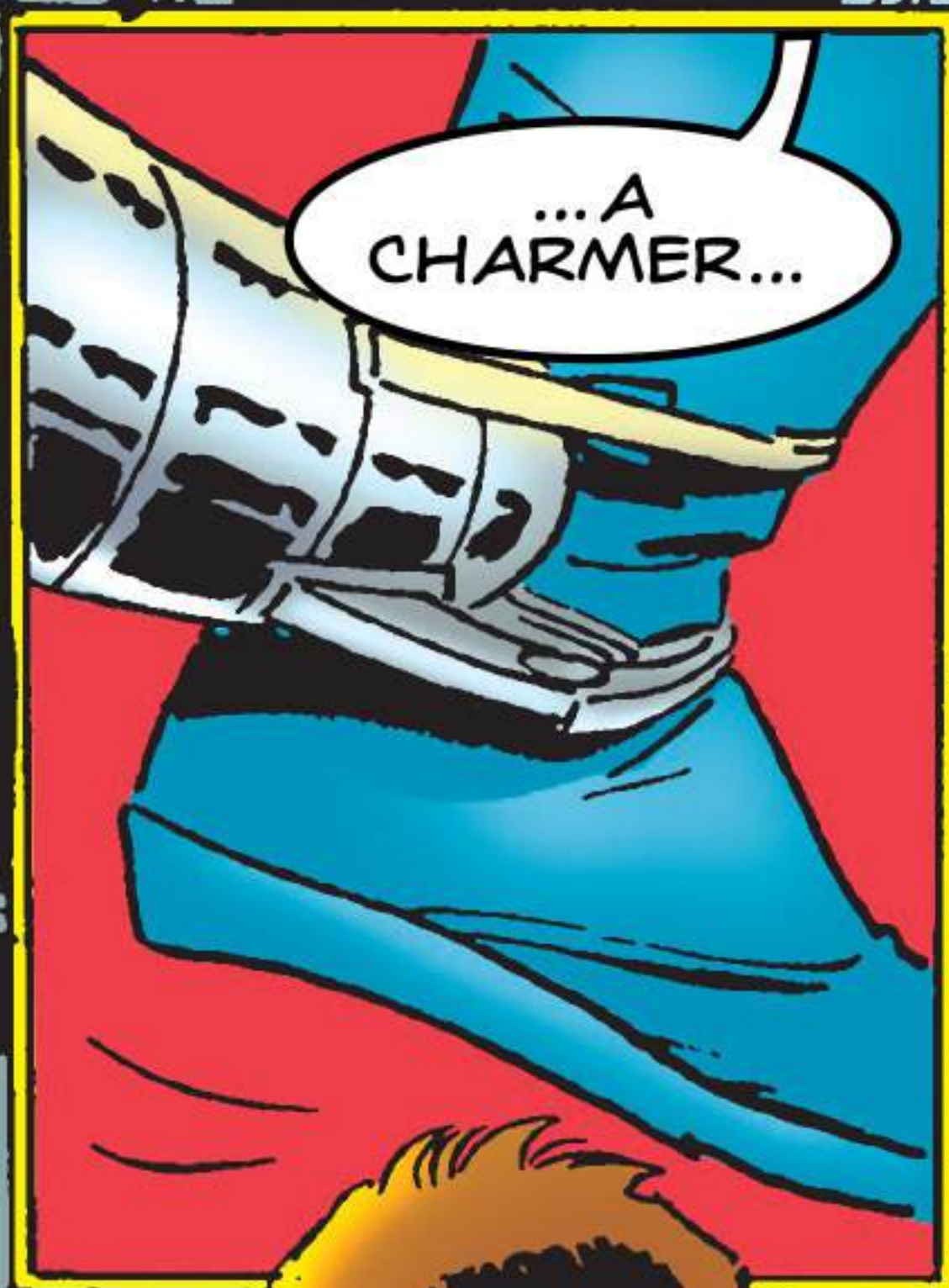
Lhh... YEAH,
SURE.

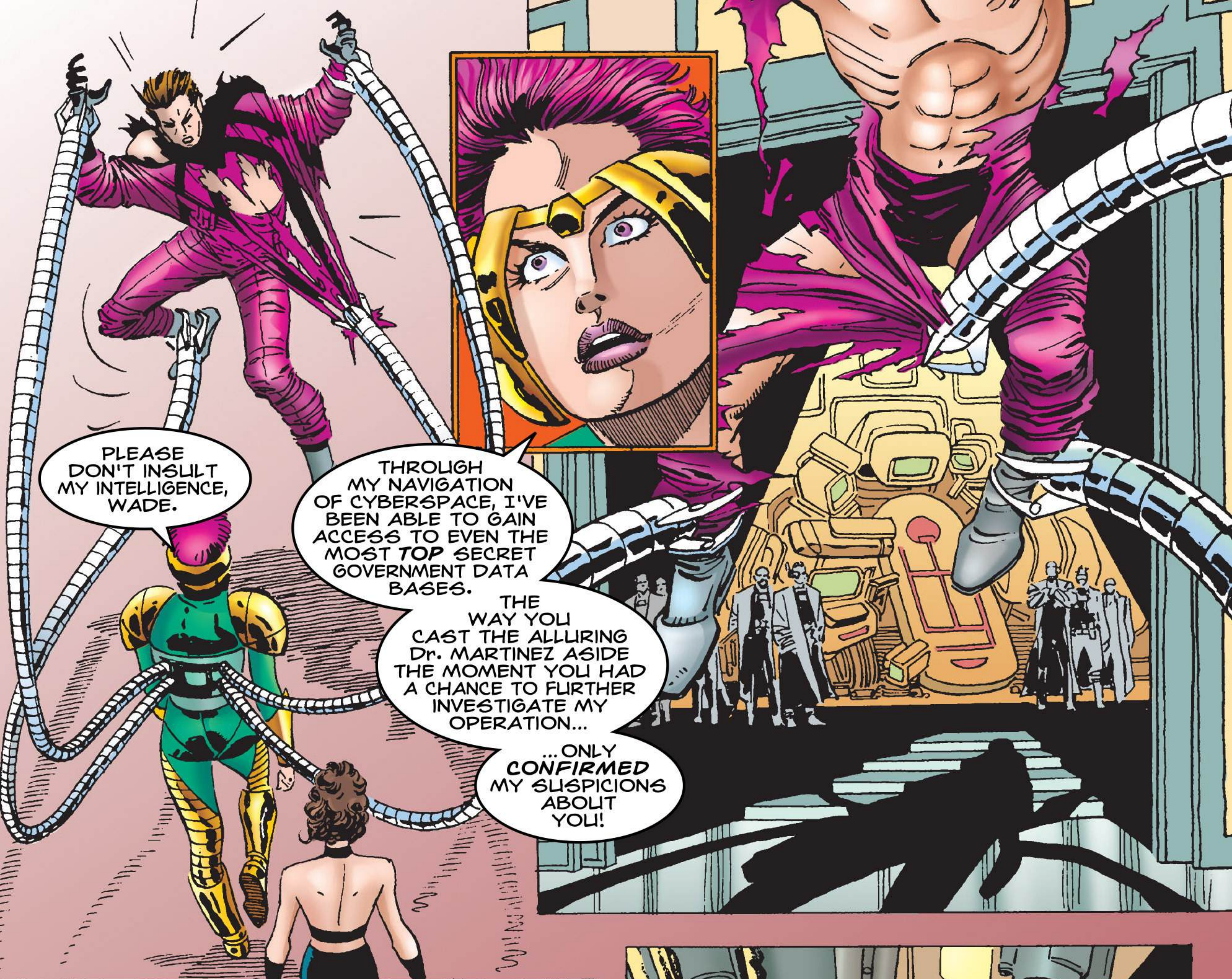
OKAY...

...I'LL
POWER IT
UP.

PLAY WITH
IT IF YOU
WANT, JOE.

YEAH, BABE,
I'LL DO
THAT!



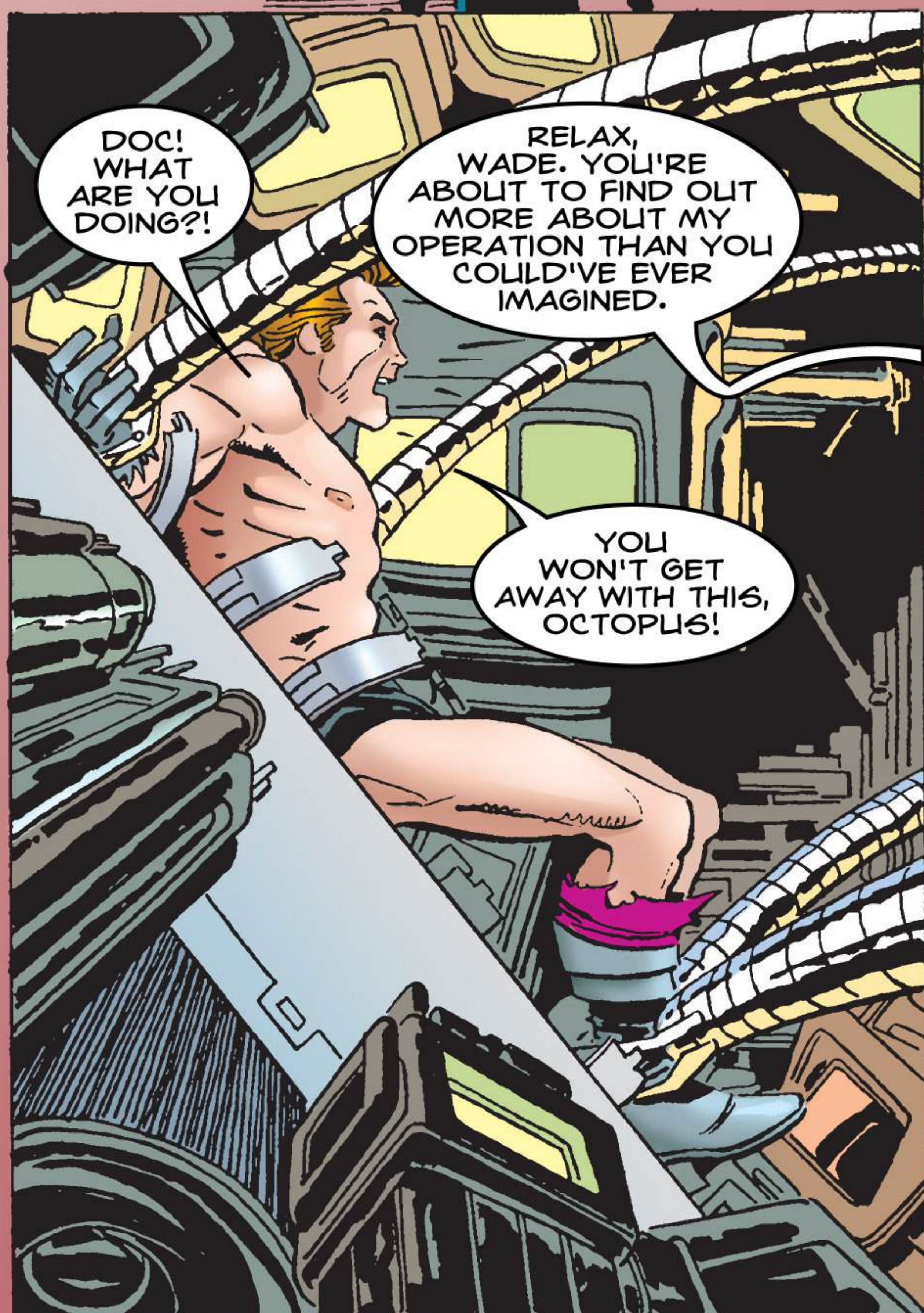


PLEASE
DON'T INSULT
MY INTELLIGENCE,
WADE.

THROUGH
MY NAVIGATION
OF CYBERSPACE, I'VE
BEEN ABLE TO GAIN
ACCESS TO EVEN THE
MOST **TOP SECRET**
GOVERNMENT DATA
BASES.

THE
WAY YOU
CAST THE ALLURING
Dr. MARTINEZ ASIDE
THE MOMENT YOU HAD
A CHANCE TO FURTHER
INVESTIGATE MY
OPERATION...

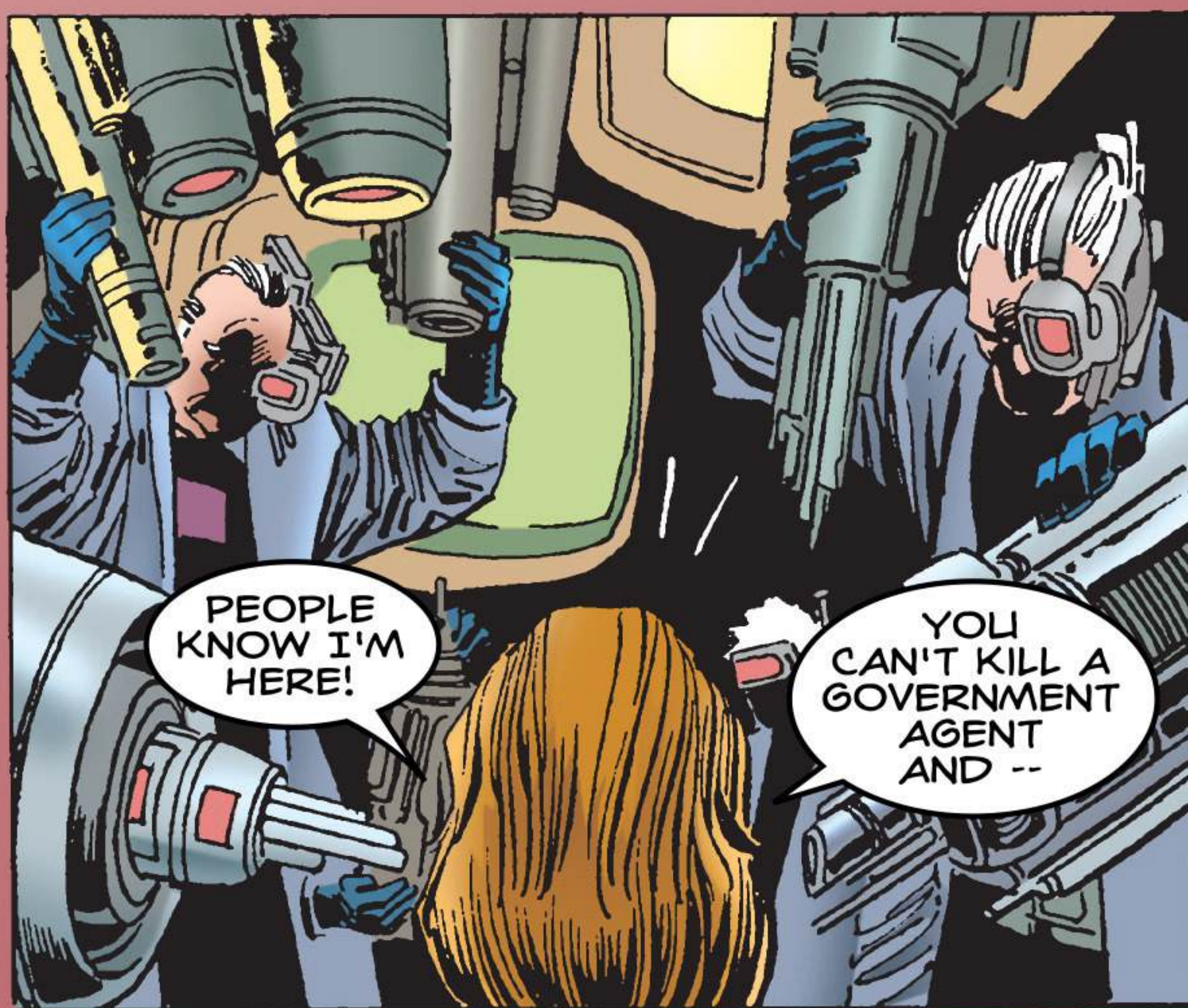
... ONLY
CONFIRMED
MY SUSPICIONS
ABOUT
YOU!



DOC!
WHAT
ARE YOU
DOING?!

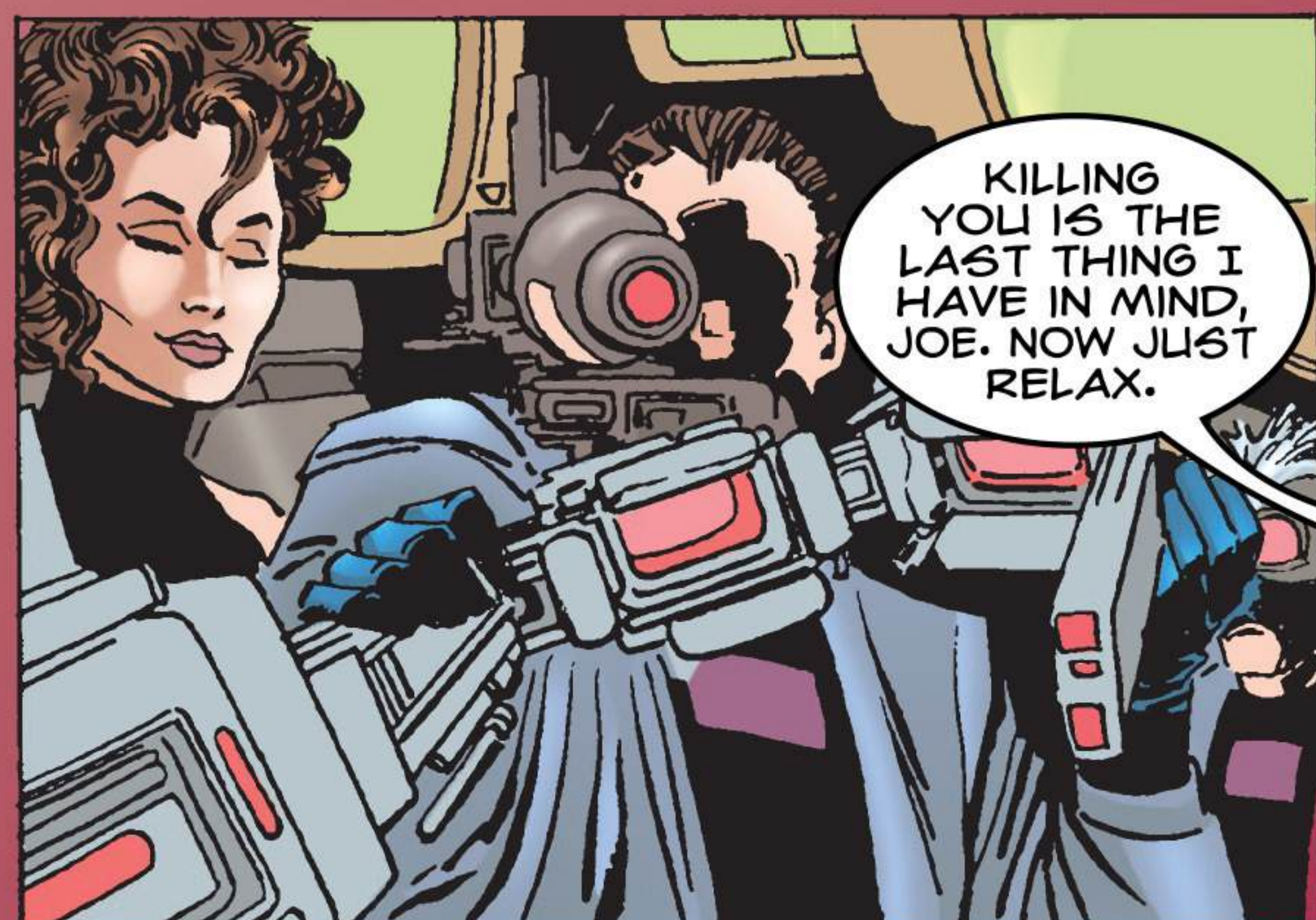
RELAX,
WADE. YOU'RE
ABOUT TO FIND OUT
MORE ABOUT MY
OPERATION THAN YOU
COULD'VE EVER
IMAGINED.

YOU
WON'T GET
AWAY WITH THIS,
OCTOPLUS!

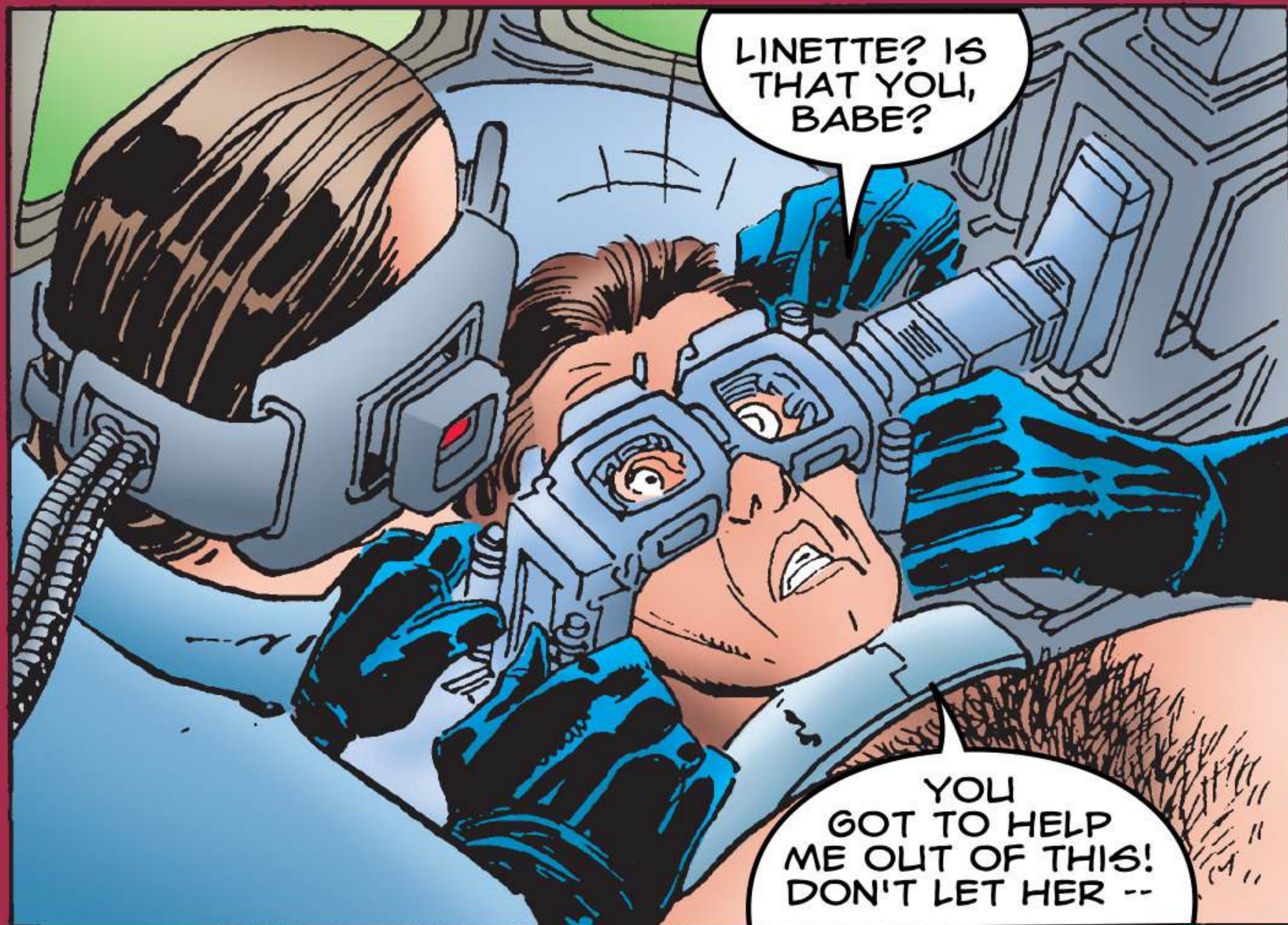


PEOPLE
KNOW I'M
HERE!

YOU
CAN'T KILL A
GOVERNMENT
AGENT
AND --



KILLING
YOU IS THE
LAST THING I
HAVE IN MIND,
JOE. NOW JUST
RELAX.



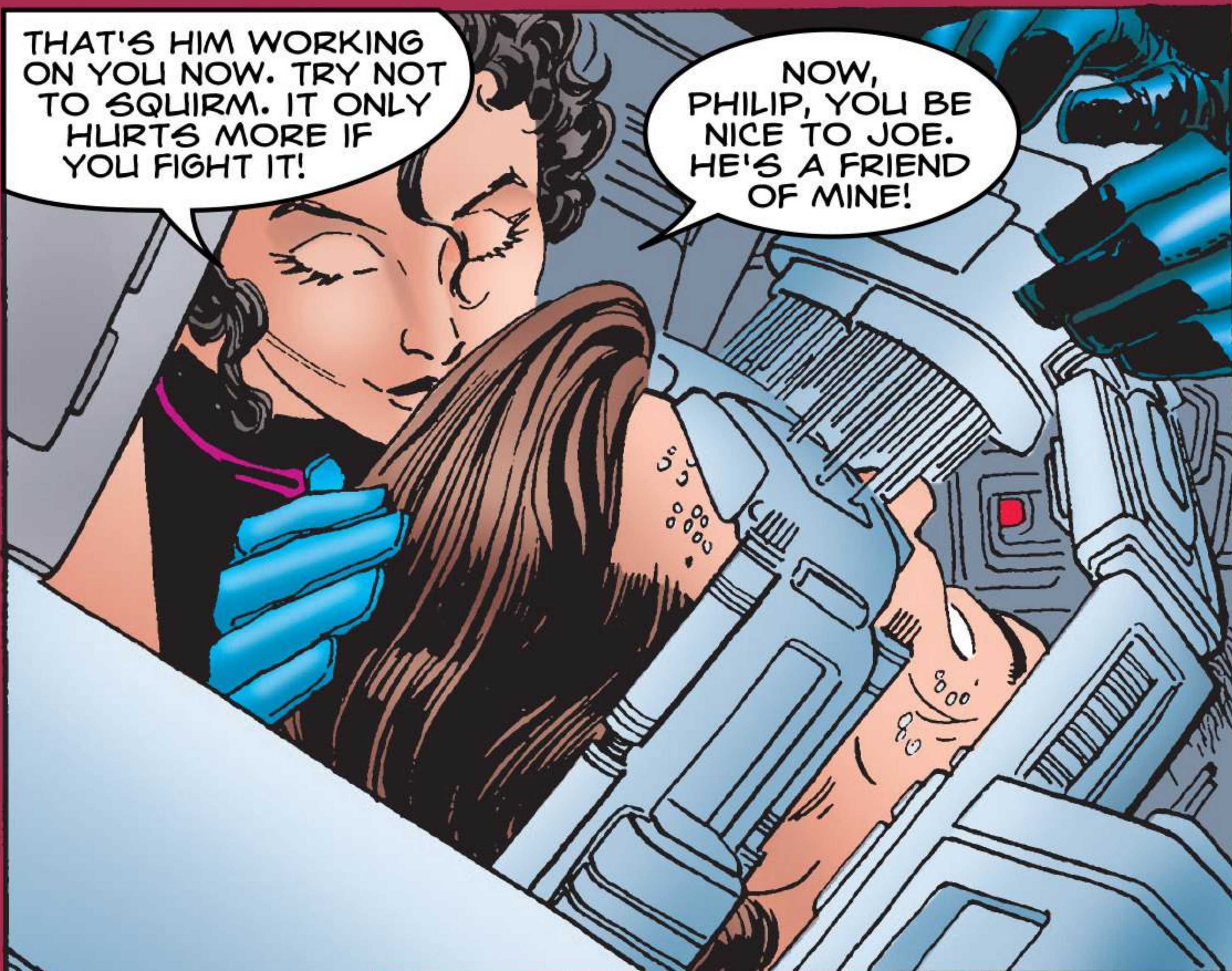
LINETTE? IS THAT YOU, BABE?

YOU GOT TO HELP ME OUT OF THIS! DON'T LET HER --



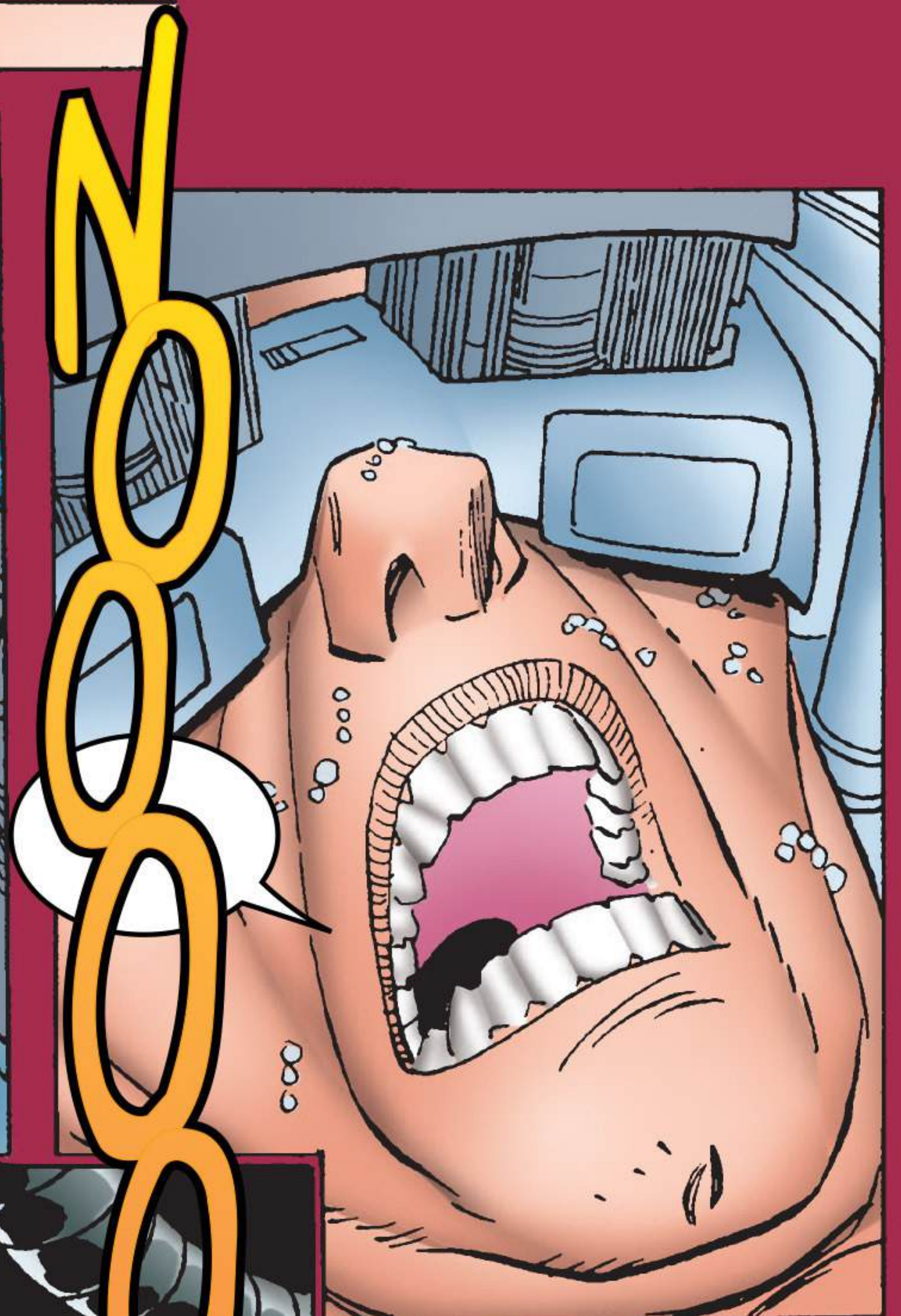
SORRY, JOE, BUT I DON'T THINK IT'S GOING TO WORK OUT... MY **HUSBAND** WOULDN'T APPROVE.

HUSBAND?

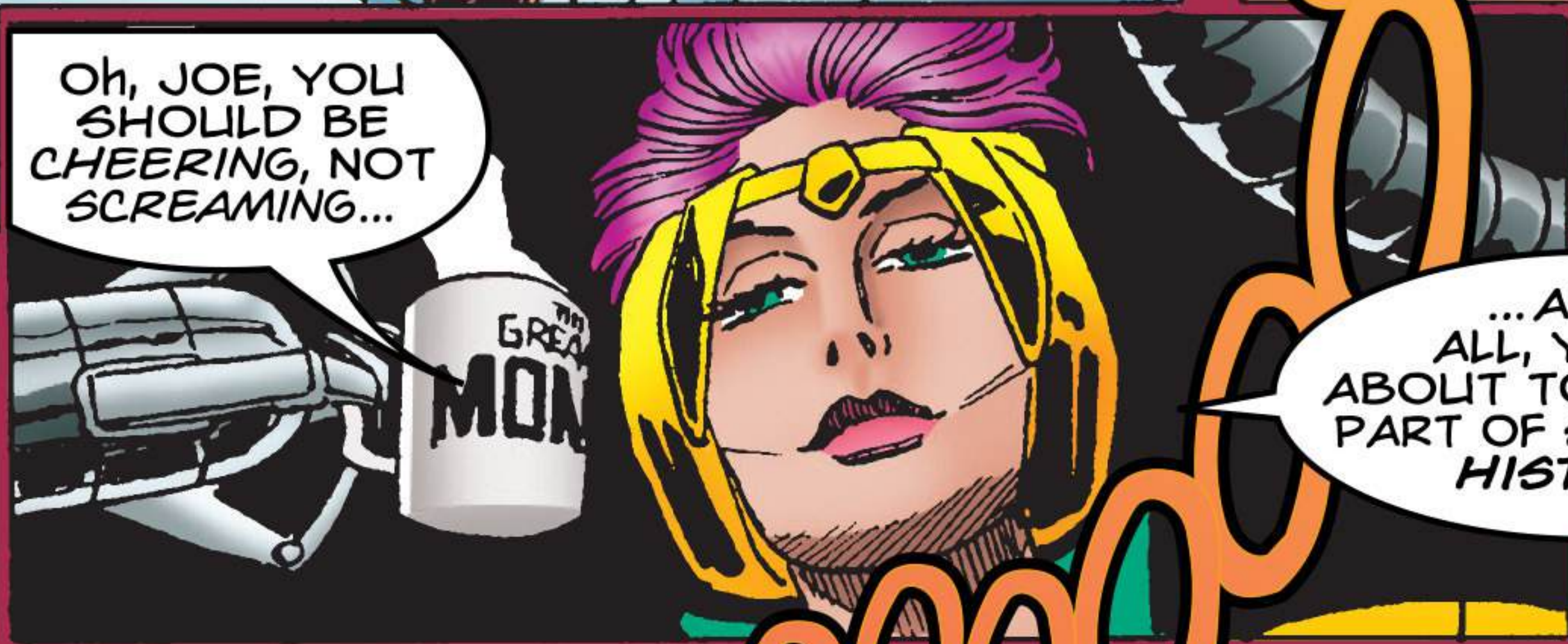


THAT'S HIM WORKING ON YOU NOW. TRY NOT TO SQUIRM. IT ONLY HURTS MORE IF YOU FIGHT IT!

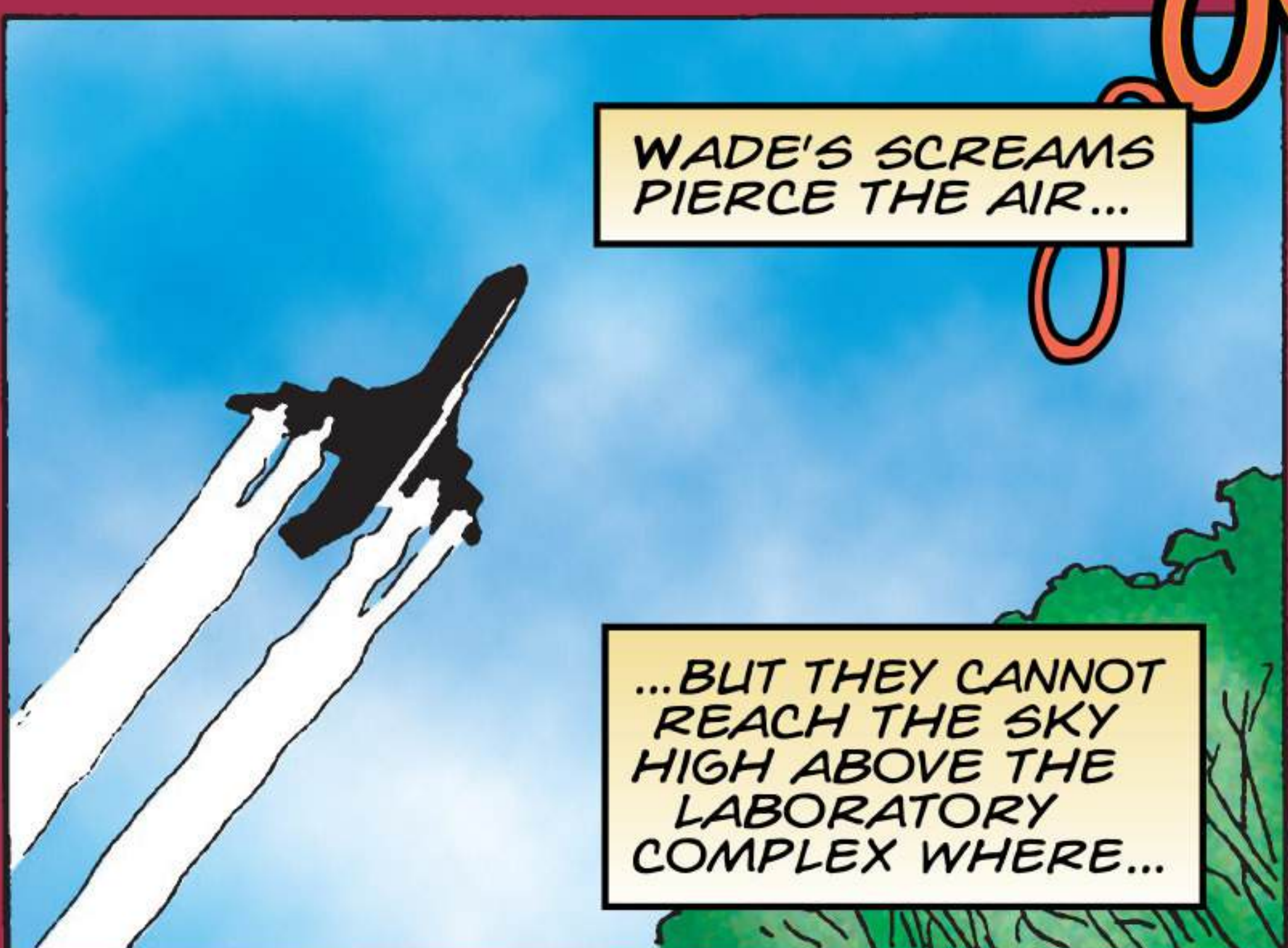
NOW, PHILIP, YOU BE NICE TO JOE. HE'S A FRIEND OF MINE!



Oh, JOE, YOU SHOULD BE CHEERING, NOT SCREAMING...



...AFTER ALL, YOU'RE ABOUT TO BECOME PART OF **SCIENTIFIC HISTORY**.



WADE'S SCREAMS PIERCE THE AIR...

...BUT THEY CANNOT REACH THE SKY HIGH ABOVE THE LABORATORY COMPLEX WHERE...



...ON THE BELLY OF A PASSING CARGO JET CLINGS...



...THE
SCARLET
SPIDER.

THIS
LOOKS LIKE
THE PLACE THAT
SEWARD TRAINER
TOLD ME ABOUT
OVER HIS HOME
COMPUTER!

EVEN
THOUGH HIS
MIND IS TRAPPED
IN CYBERSPACE,
AT LEAST
HE'S USING HIS
SITUATION TO OUR
ADVANTAGE.



ACCORDING
TO WHAT
HE'S FOUND
OUT...

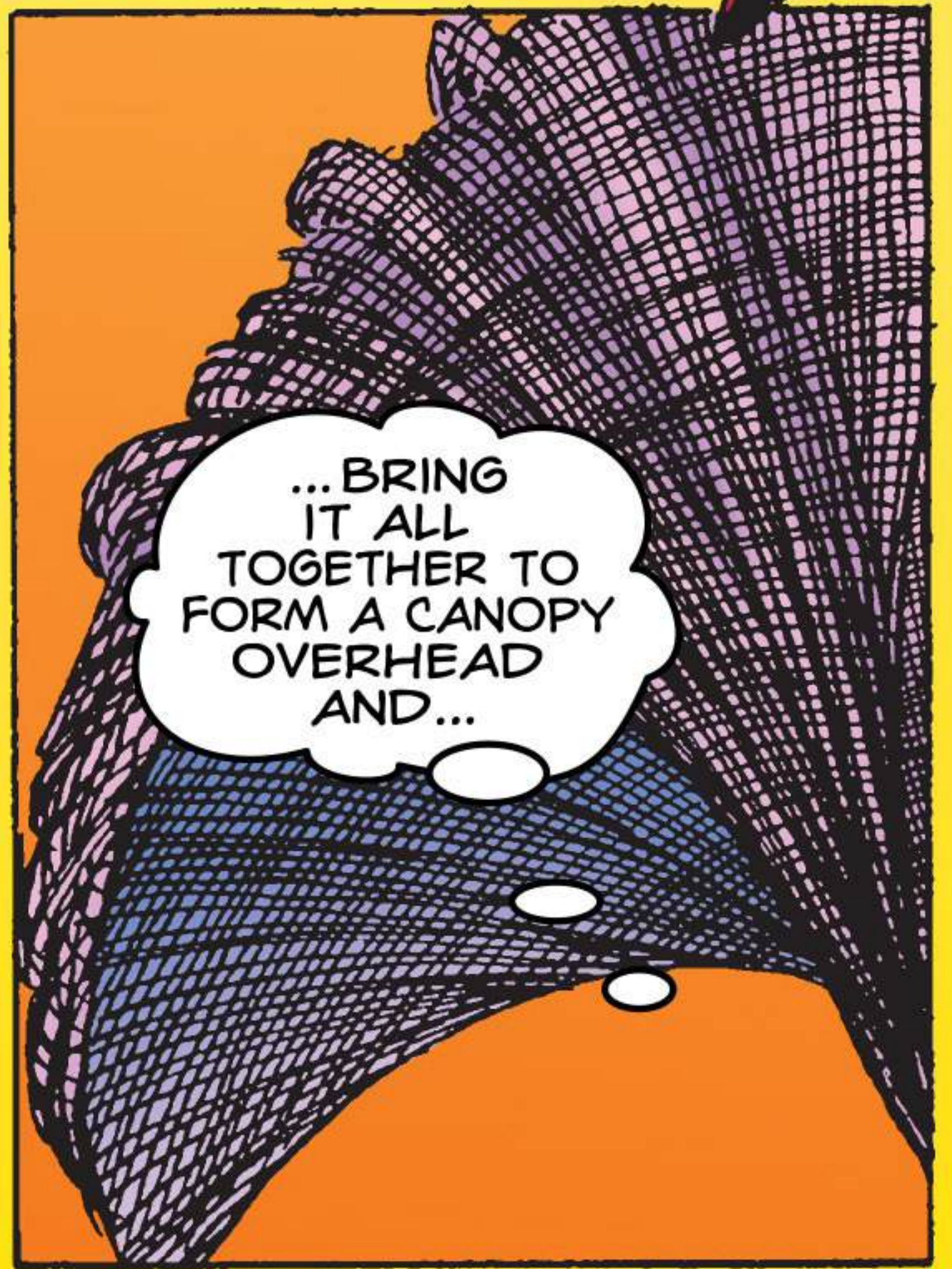
... DOC
OCK IS UP
TO SOMETHING
DECIDEDLY NASTY
IN THAT PLACE!



A
LITTLE
WEBBING...



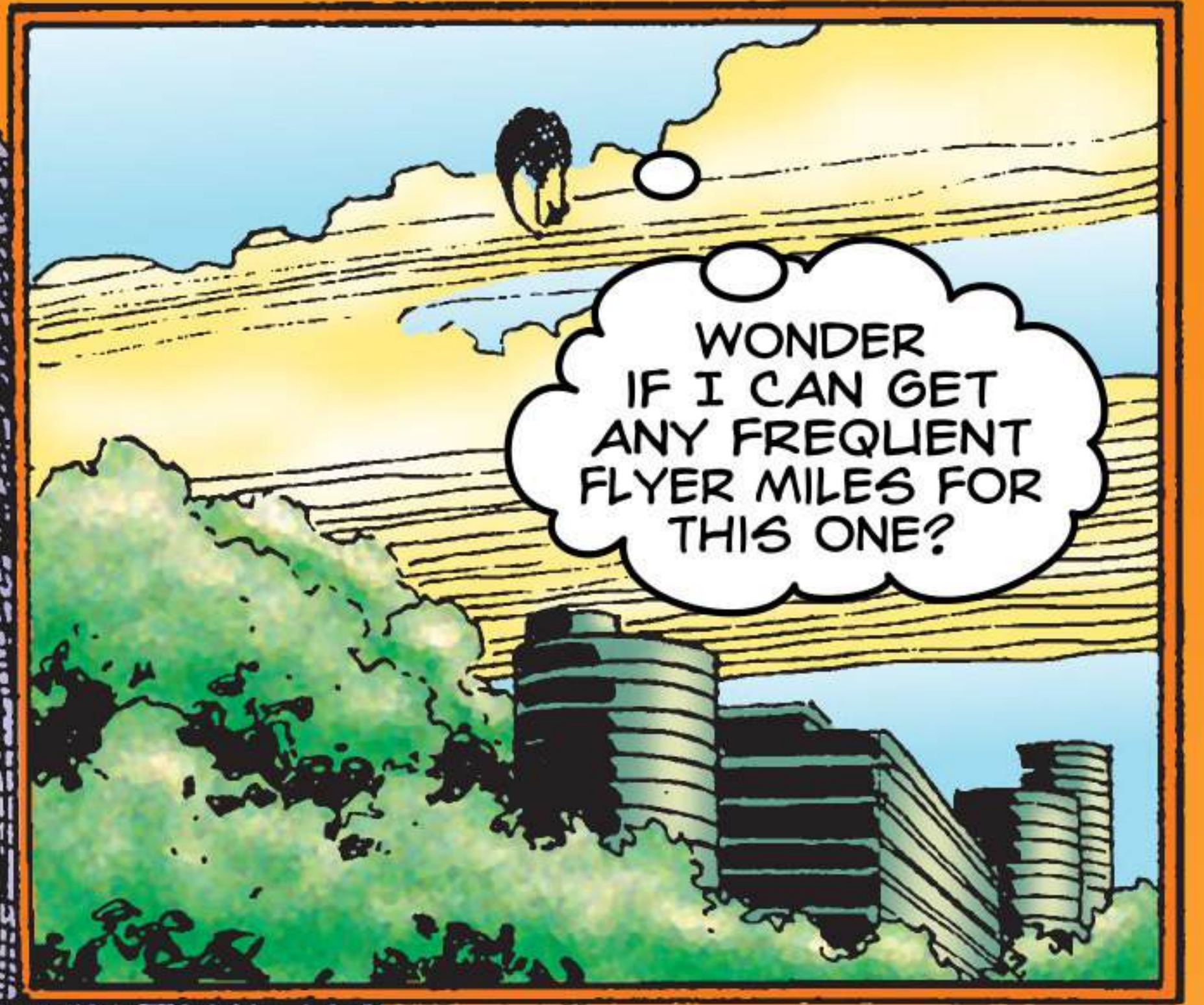
... AT
EACH
ANKLE...



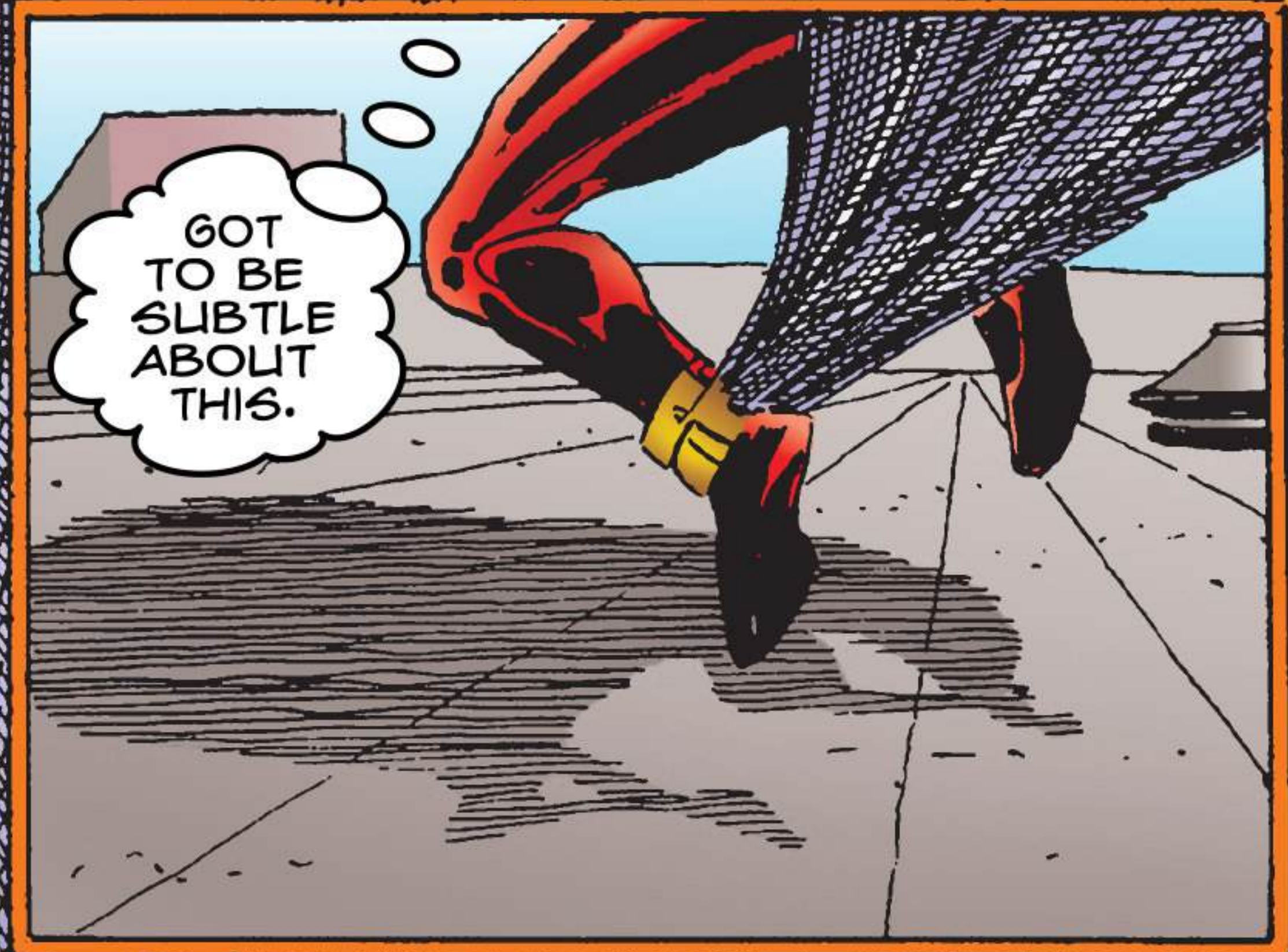
...BRING
IT ALL
TOGETHER TO
FORM A CANOPY
OVERHEAD
AND...



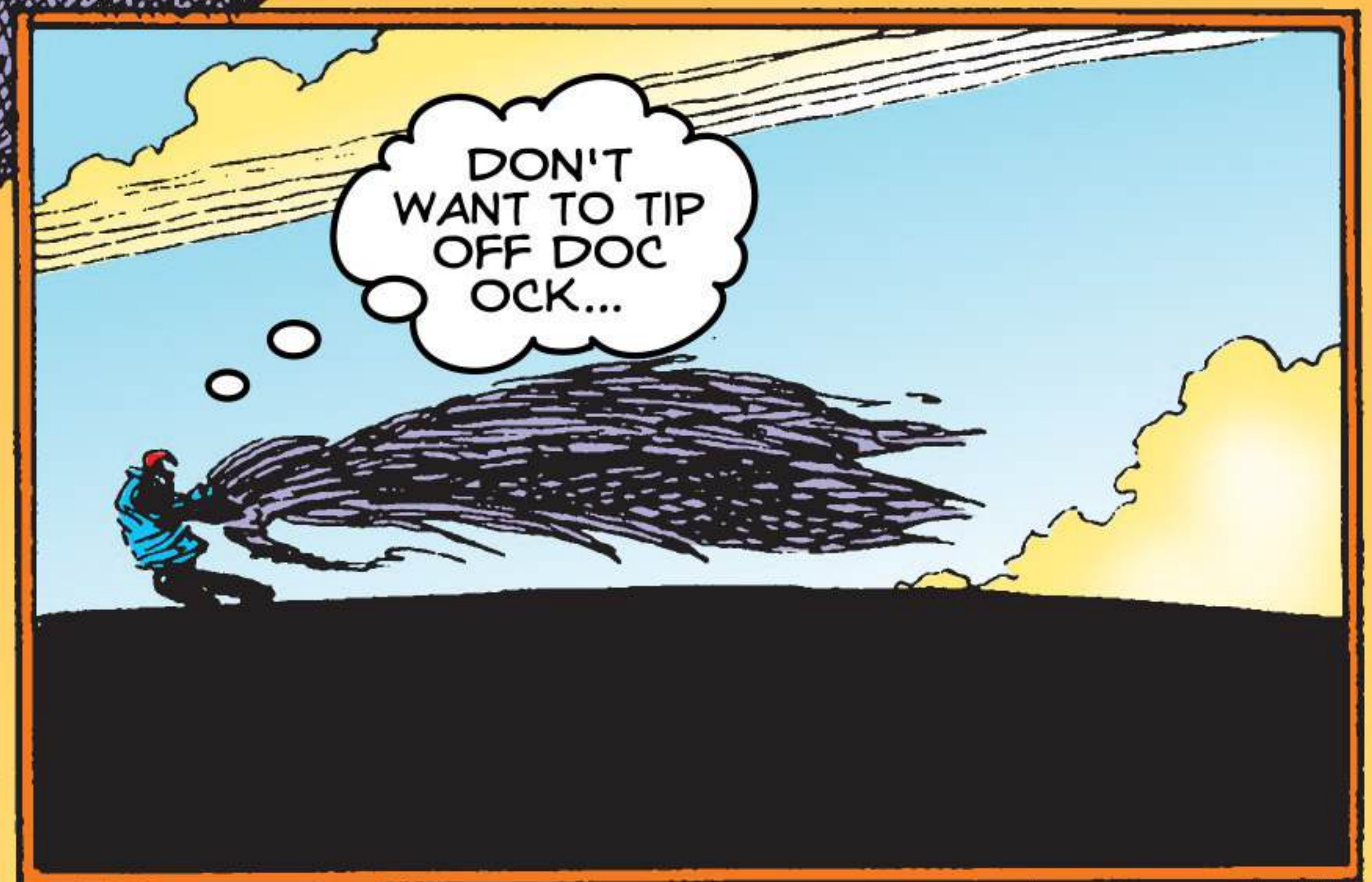
...VOILA!
OCK AND HER
GOONS WILL NEVER
HEAR ME
COMING!



WONDER
IF I CAN GET
ANY FREQUENT
FLYER MILES FOR
THIS ONE?



GOT
TO BE
SLITTLE
ABOUT
THIS.



DON'T
WANT TO TIP
OFF DOC
OCK...



FREEZE!



ME?

DON'T
EVEN *THINK* OF
ENTERING THIS
FACILITY!

AND
YOU
ARE...?



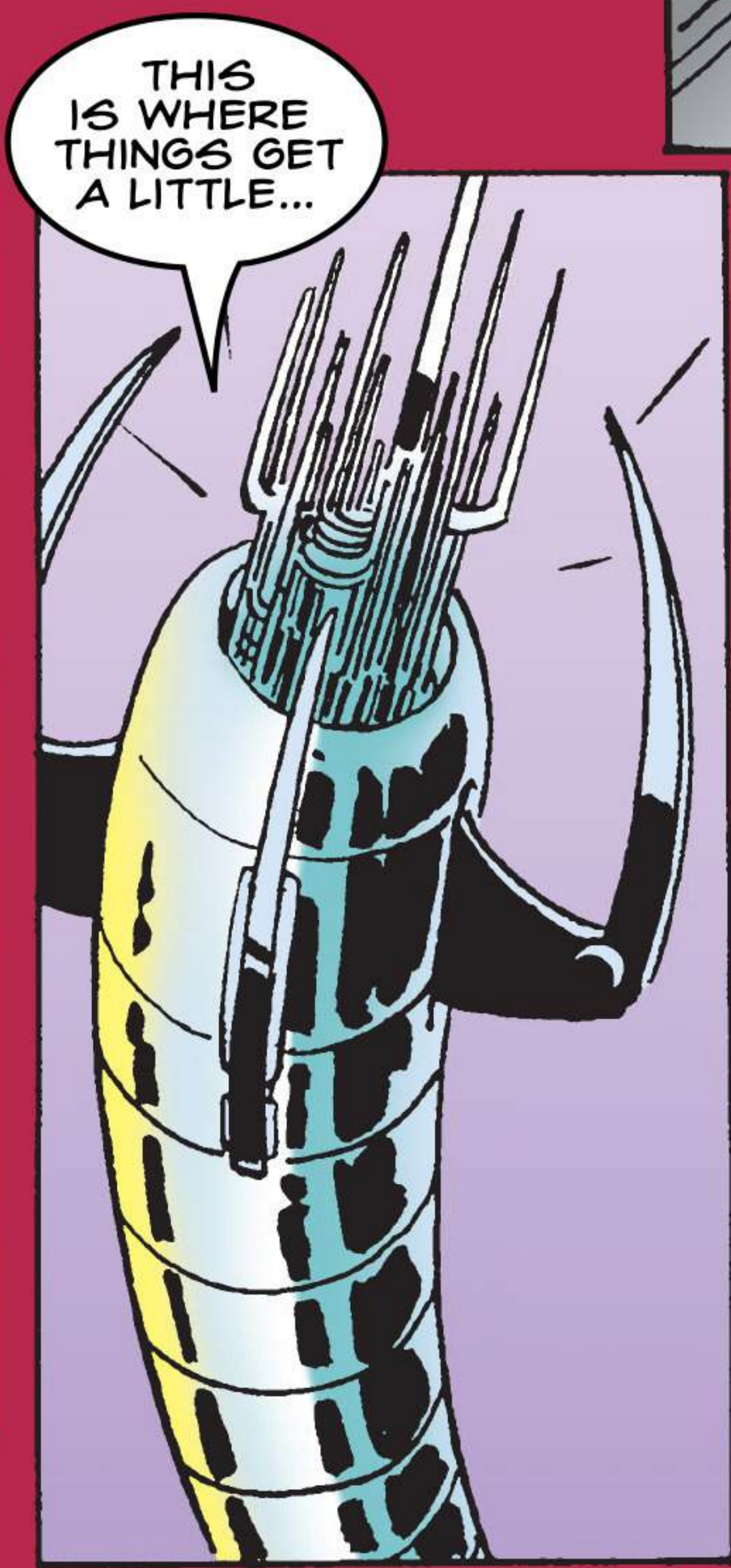
SPECIAL
AGENT
BRIGGS
OF THE
F.B.I.

SO
MUCH FOR
SLITTLE!

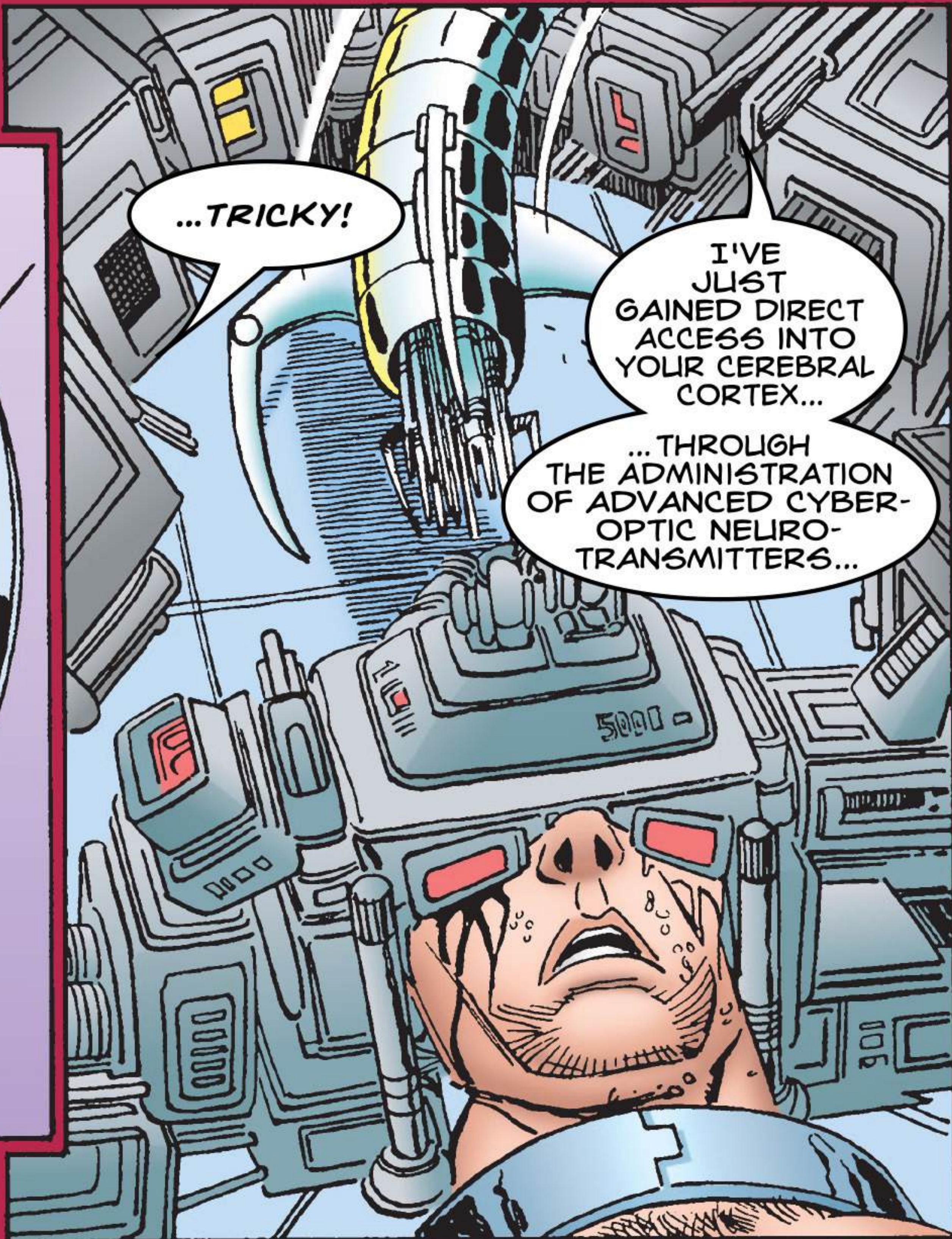


MEANWHILE.

TRY
NOT TO
MOVE,
WADE.



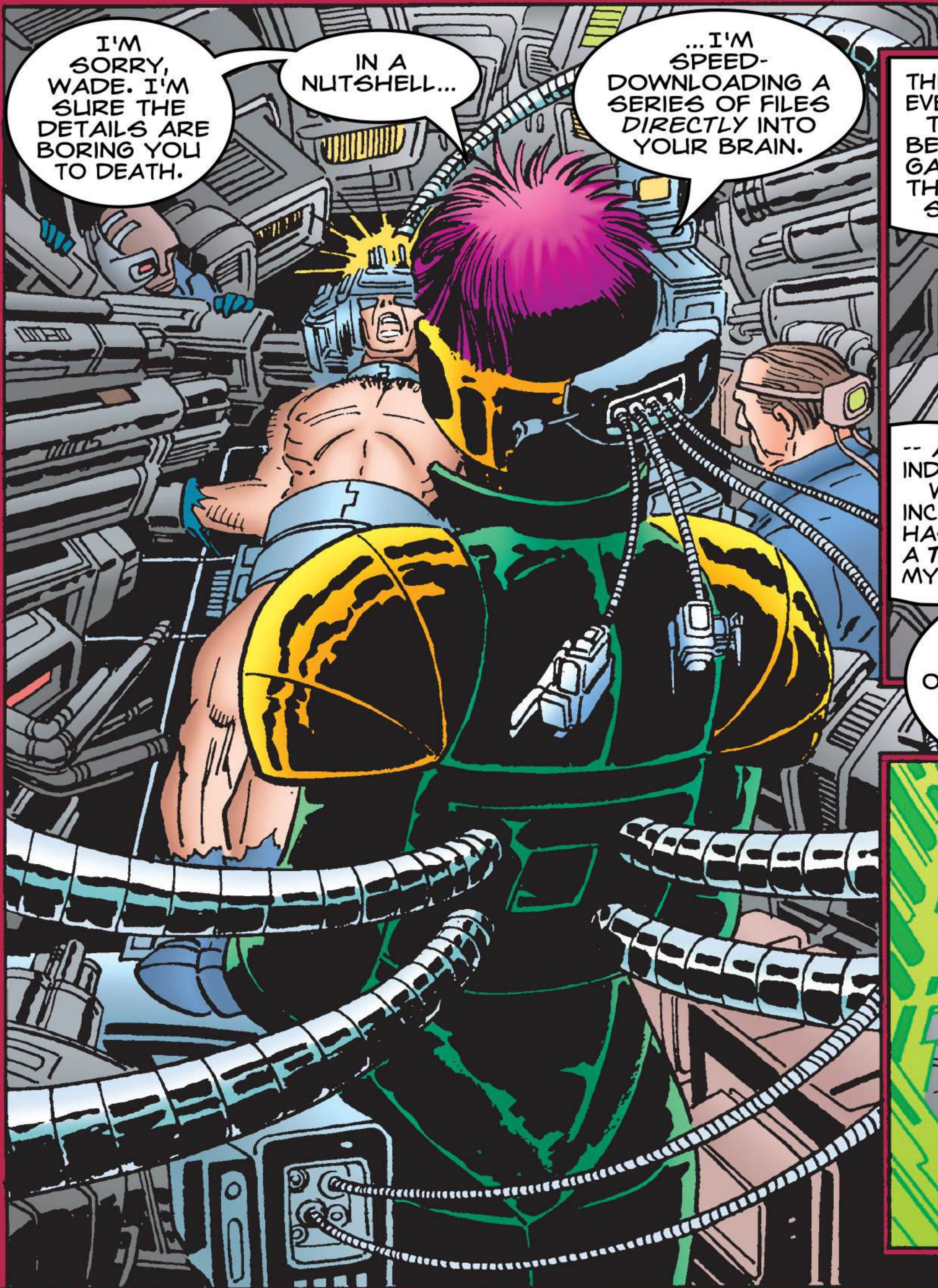
THIS
IS WHERE
THINGS GET
A LITTLE...



...TRICKY!

I'VE
JUST
GAINED DIRECT
ACCESS INTO
YOUR CEREBRAL
CORTEX...

...THROUGH
THE ADMINISTRATION
OF ADVANCED CYBER-
OPTIC NEURO-
TRANSMITTERS...



I'M
SORRY,
WADE. I'M
SURE THE
DETAILS ARE
BORING YOU
TO DEATH.

IN A
NUTSHELL...

...I'M
SPEED-
DOWNLOADING A
SERIES OF FILES
DIRECTLY INTO
YOUR BRAIN.

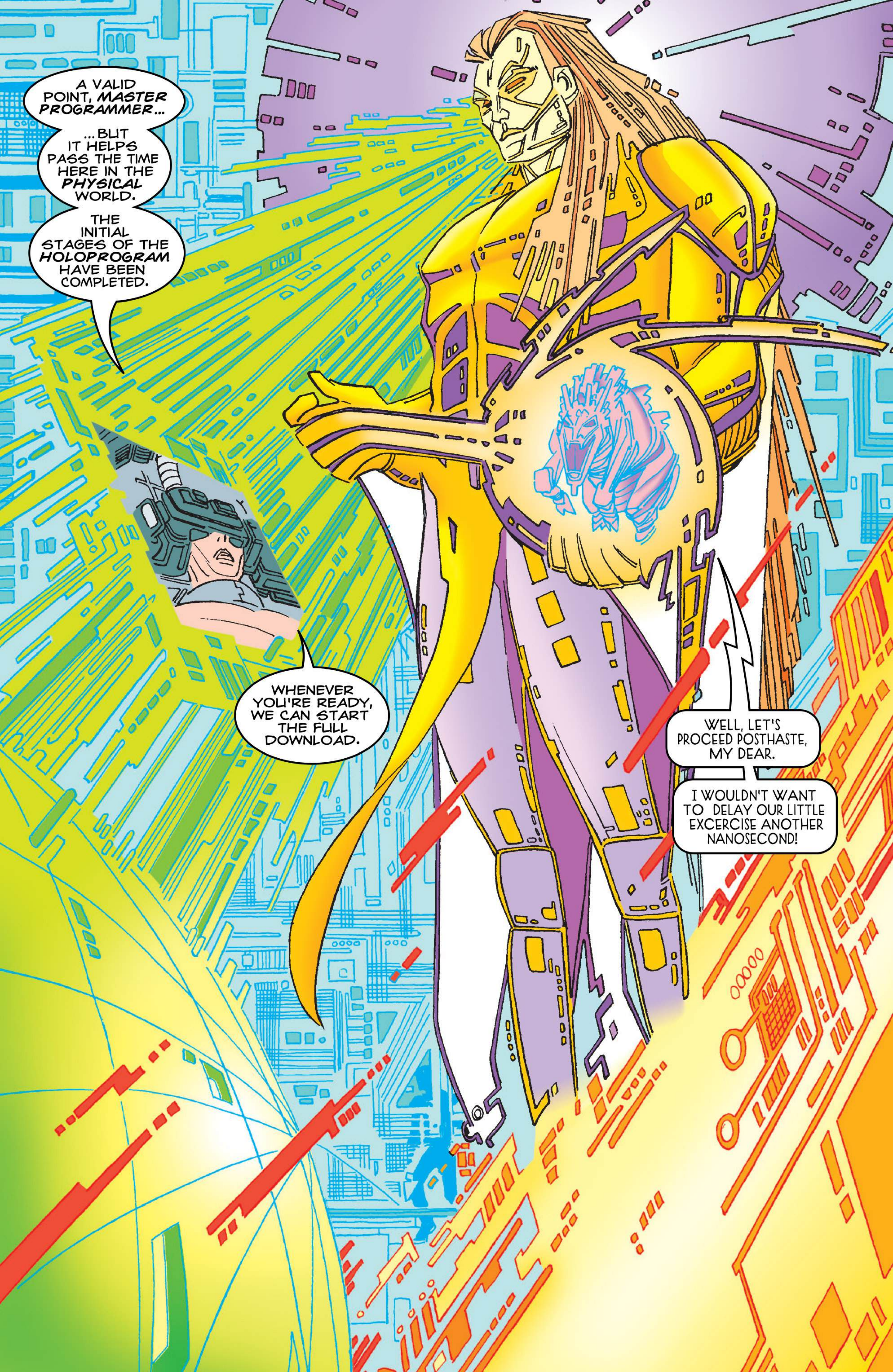
THESE FILES CONTAIN
EVERY BIT OF DATA
THAT WE HAVE
BEEN ABLE TO
GATHER ABOUT
THE SCARLET
SPIDER--

-- AN
INDIVIDUAL
WHO
INCREASINGLY
HAS BECOME
A THORN IN
MY SIDE.

AND YOU,
SPECIAL AGENT
WADE, ARE GOING TO
HELP FURTHER THE CAUSE
OF SCIENCE WHILE PROCEEDING
TO RUIN THE REPUTATION OF
THE SCARLET SPIDER...
SHOULD BE FUN,
Huh?

WHY DO YOU
SPEAK TO HIM,
CAROLYN...?

... YOU KNOW HE
CANNOT HEAR YOU
ABOVE THE HUM OF
THE DATA INFLUX!



A VALID
POINT, MASTER
PROGRAMMER...

...BUT
IT HELPS
PASS THE TIME
HERE IN THE
PHYSICAL
WORLD.

THE
INITIAL
STAGES OF THE
HOLOPROGRAM
HAVE BEEN
COMPLETED.

WHENEVER
YOU'RE READY,
WE CAN START
THE FULL
DOWNLOAD.

WELL, LET'S
PROCEED POSTHASTE,
MY DEAR.

I WOULDN'T WANT
TO DELAY OUR LITTLE
EXERCISE ANOTHER
NANOSECOND!

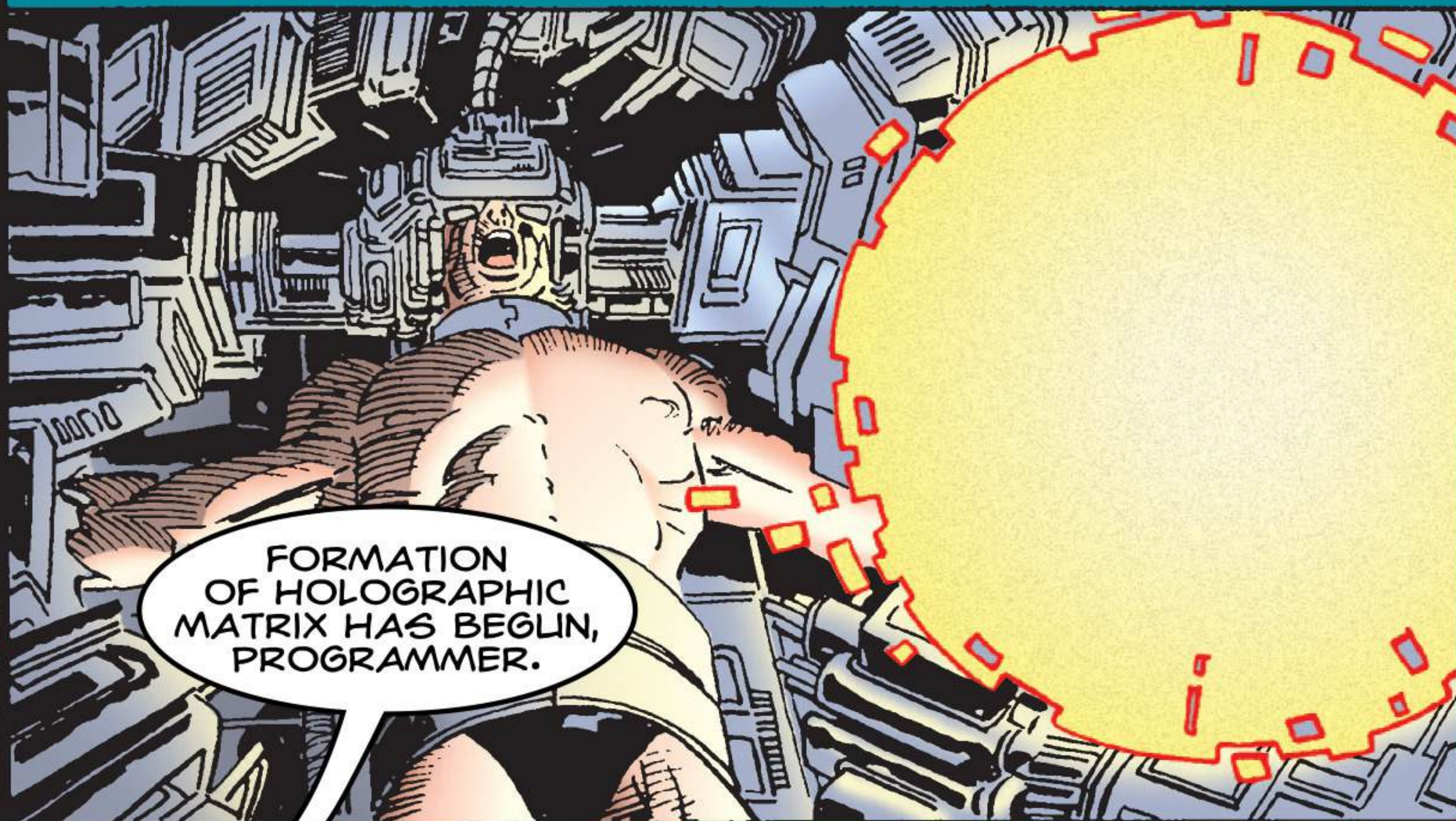
AND FROM THE SURROUNDINGS OF THE MASTER PROGRAMMER'S WORLD...

...SEWARD TRAINER, A MAN WHOSE MIND HAS BECOME TRAPPED WITHIN THIS REALM, WATCHES WITH A MIXTURE OF HORROR AND SCIENTIFIC FASCINATION.

MY GOD... THEY'RE REALLY GOING TO DO IT!

THE TECHNOLOGY... THE PURE SCIENTIFIC WONDER OF IT! THIS MASTER PROGRAMMER, WHOEVER HE IS, IS TRULY A GENIUS.

AND MY DAUGHTER, CAROLYN, IS ALLOWING HERSELF TO BE LED DOWN HIS MAD PATH!



FORMATION OF HOLOGRAPHIC MATRIX HAS BEGUN, PROGRAMMER.

OF COURSE... AS PLANNED.

NARROWING WAVE GENERATOR FIELD.

SCARLET SPIDER HIGH SPEED DATA TRANSFER COMPLETE.

EXCELLENT! WE HAVE SUCCEEDED AGAIN, CAROLYN!

NO!

EXCUSE ME CAROLYN, I BELIEVE I HAVE COMPANY!

OUTSIDE...

I'M TELLING YOU... I'M ONE OF THE GOOD GLYS.

ALL I KNOW IS YOU'RE NOT SPIDER-MAN. AND I'M NOT EVEN SURE HE'S ONE OF THE GOOD GLYS.

NOW, LEAVE IMMEDIATELY! THIS IS AN F.B.I. OPERATION, AND I CAN'T ALLOW A COSTUMED CLOWN LIKE YOU TO MESS IT UP!

IF YOU EVEN LOOK LIKE YOU'RE ENTERING THIS BUILDING...

...I SHOOT YOU WHERE YOU STAND!

TRUST ME... YOU'D NEVER HIT ME!

WANNA BET?

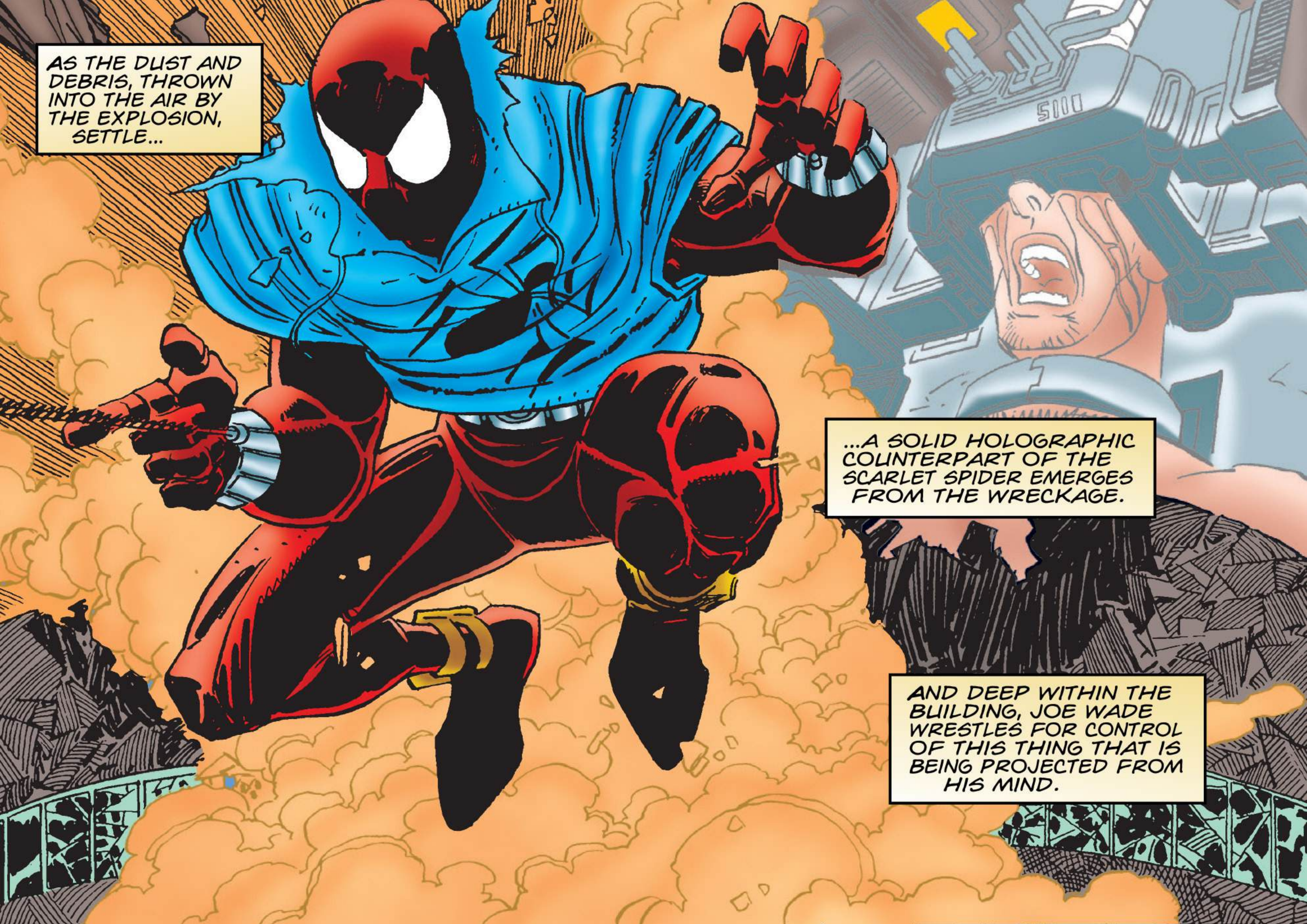
SPIDER-SENSE -- SCREAMING!

BRIGGS --

-- GET DOWN!

CRASH

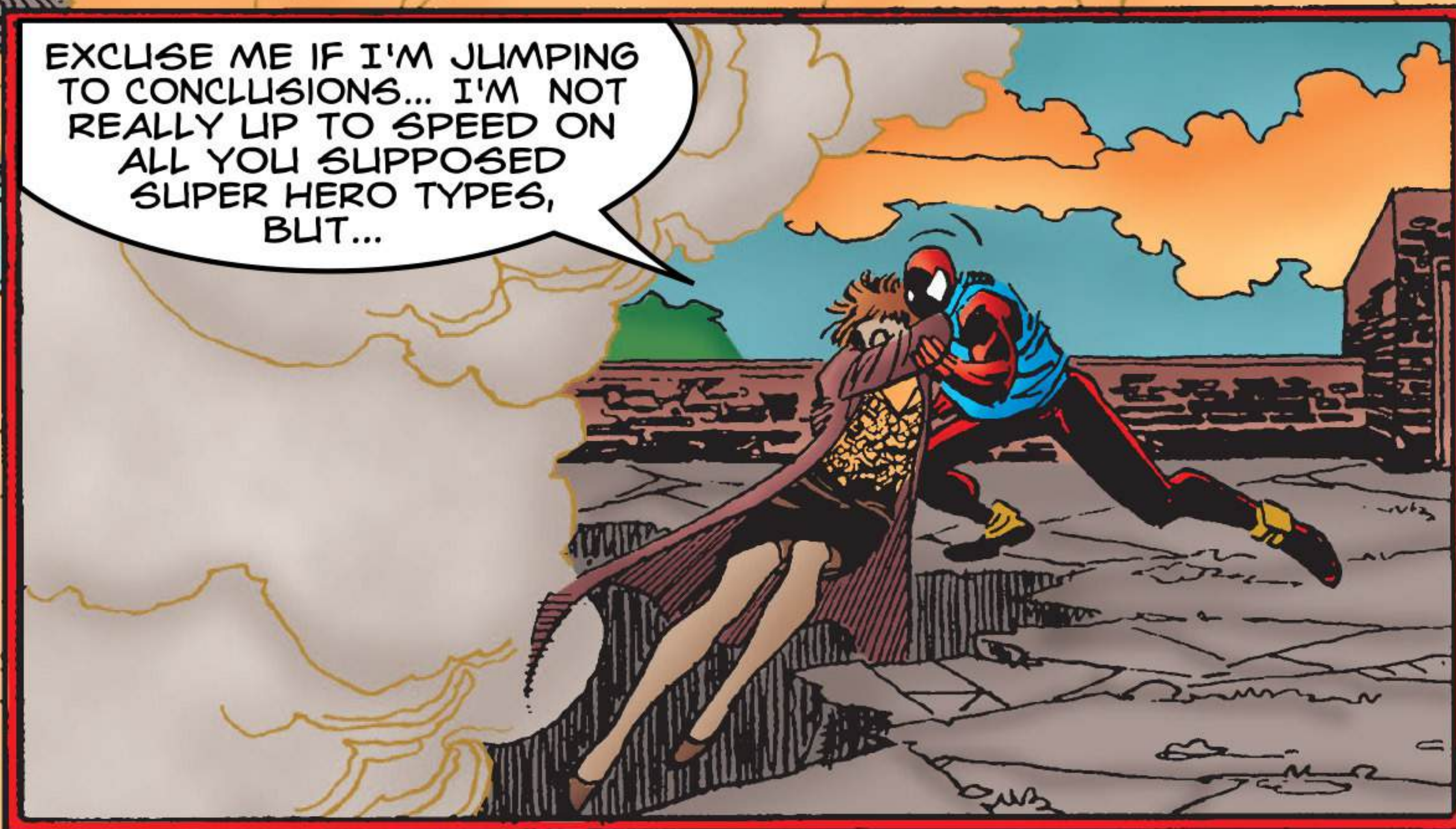
AS THE DUST AND DEBRIS, THROWN INTO THE AIR BY THE EXPLOSION, SETTLE...



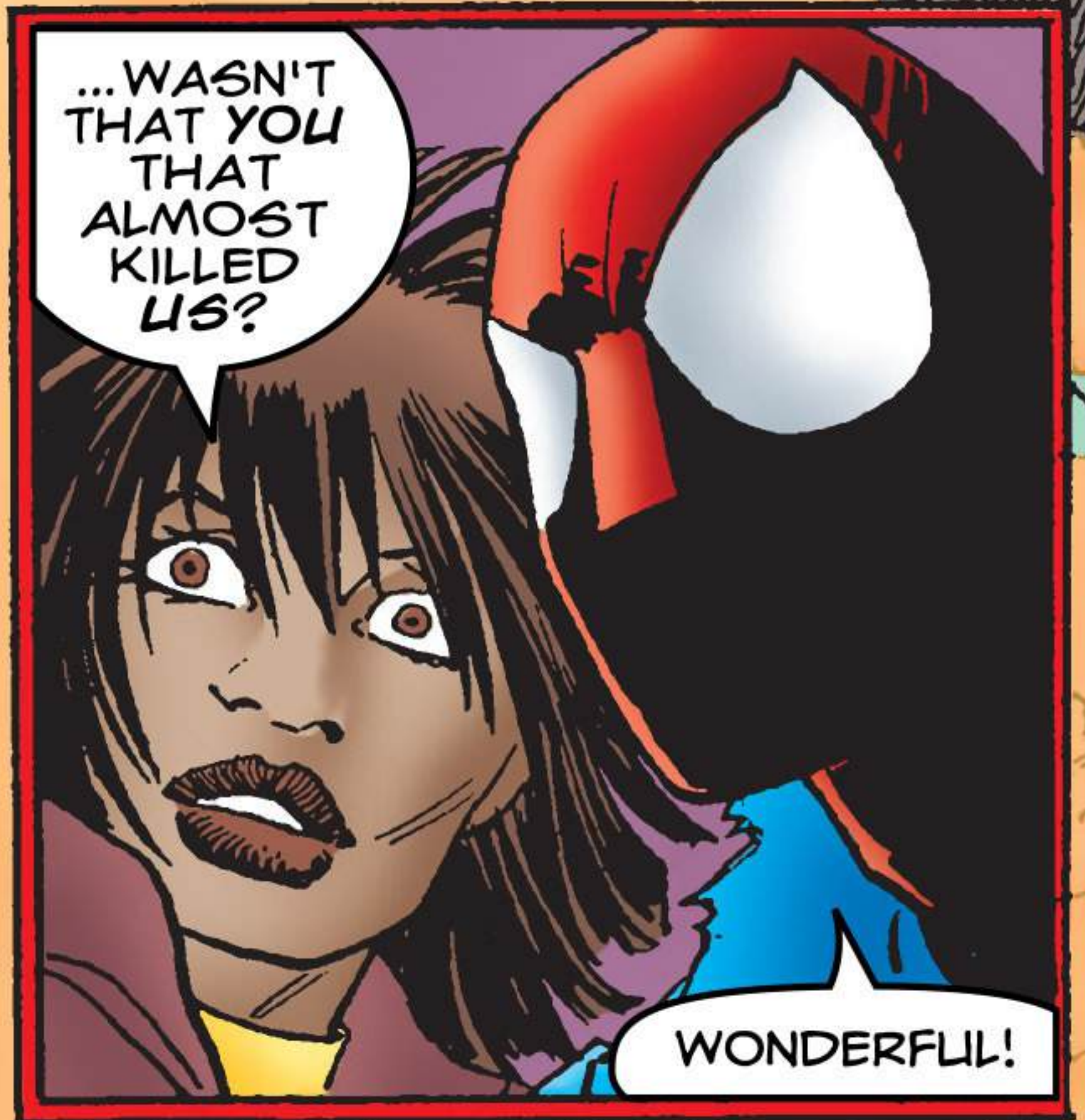
...A SOLID HOLOGRAPHIC COUNTERPART OF THE SCARLET SPIDER EMERGES FROM THE WRECKAGE.

AND DEEP WITHIN THE BUILDING, JOE WADE WRESTLES FOR CONTROL OF THIS THING THAT IS BEING PROJECTED FROM HIS MIND.

EXCUSE ME IF I'M JUMPING TO CONCLUSIONS... I'M NOT REALLY UP TO SPEED ON ALL YOU SUPPOSED SUPER HERO TYPES, BUT...



...WASN'T THAT YOU THAT ALMOST KILLED US?



WONDERFUL!

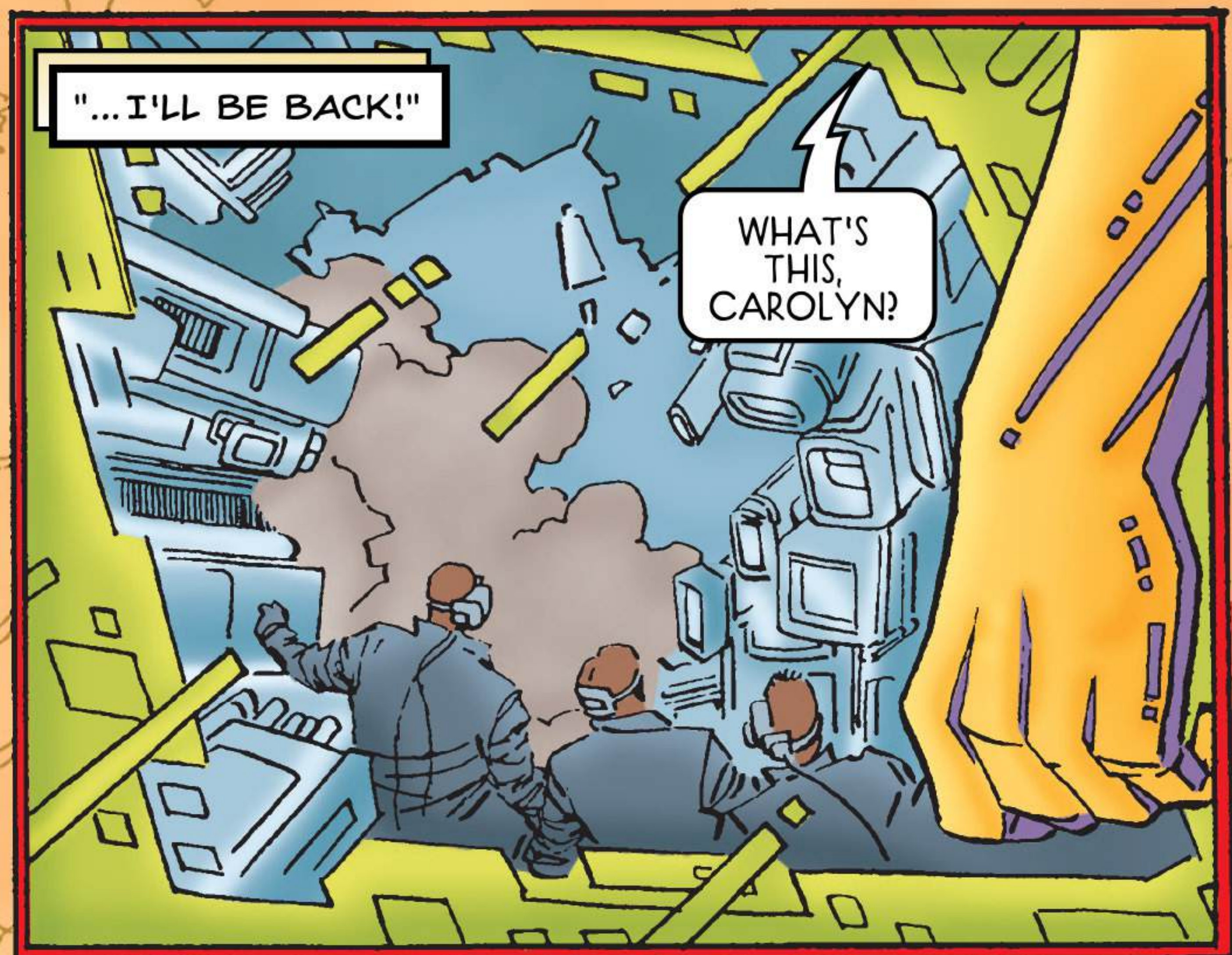
I DON'T NEED THIS!

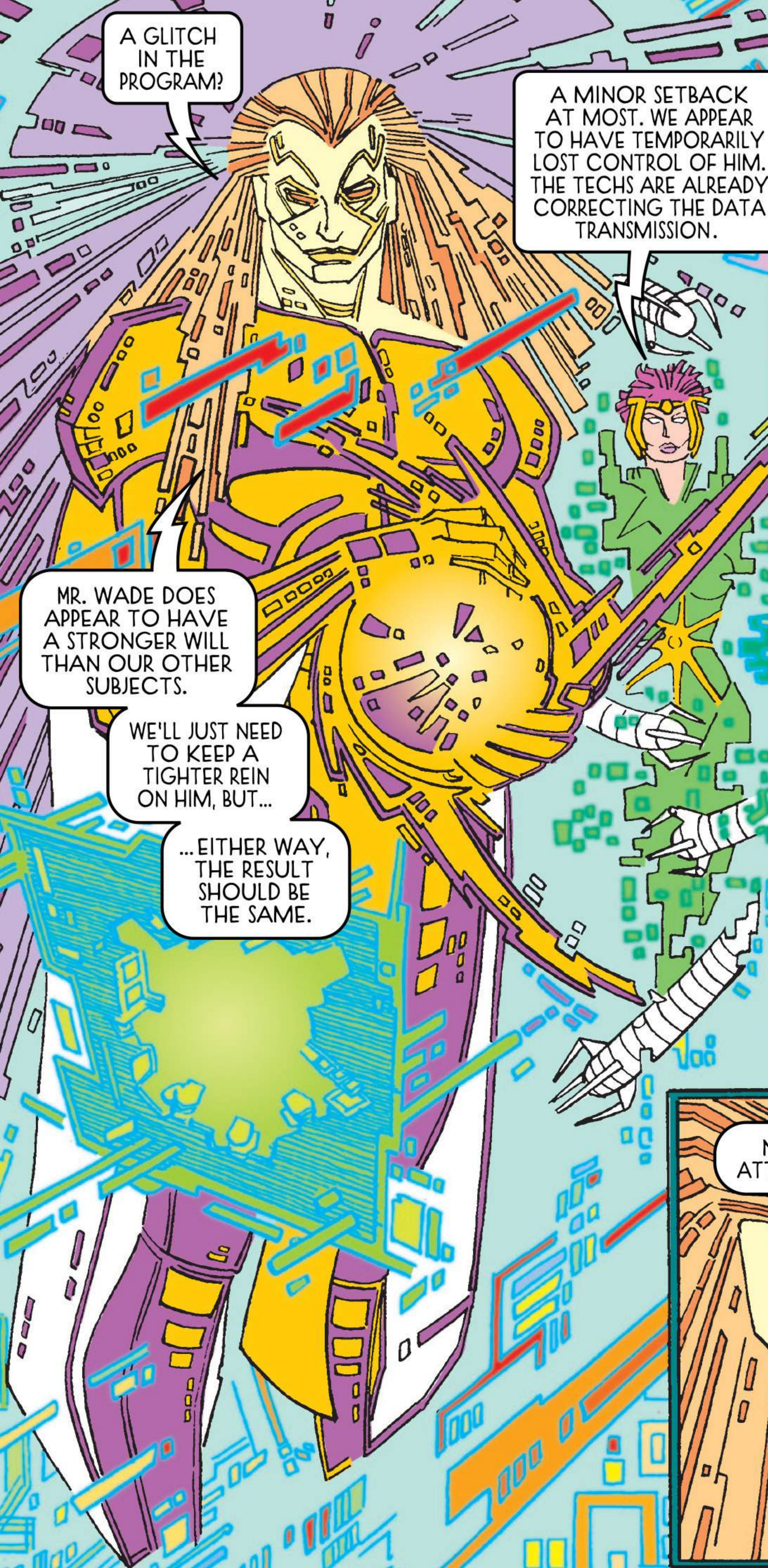
TAKE CARE, AGENT BRIGGS...



"...I'LL BE BACK!"

WHAT'S THIS, CAROLYN?





A GLITCH
IN THE
PROGRAM?

A MINOR SETBACK
AT MOST. WE APPEAR
TO HAVE TEMPORARILY
LOST CONTROL OF HIM.
THE TECHS ARE ALREADY
CORRECTING THE DATA
TRANSMISSION.

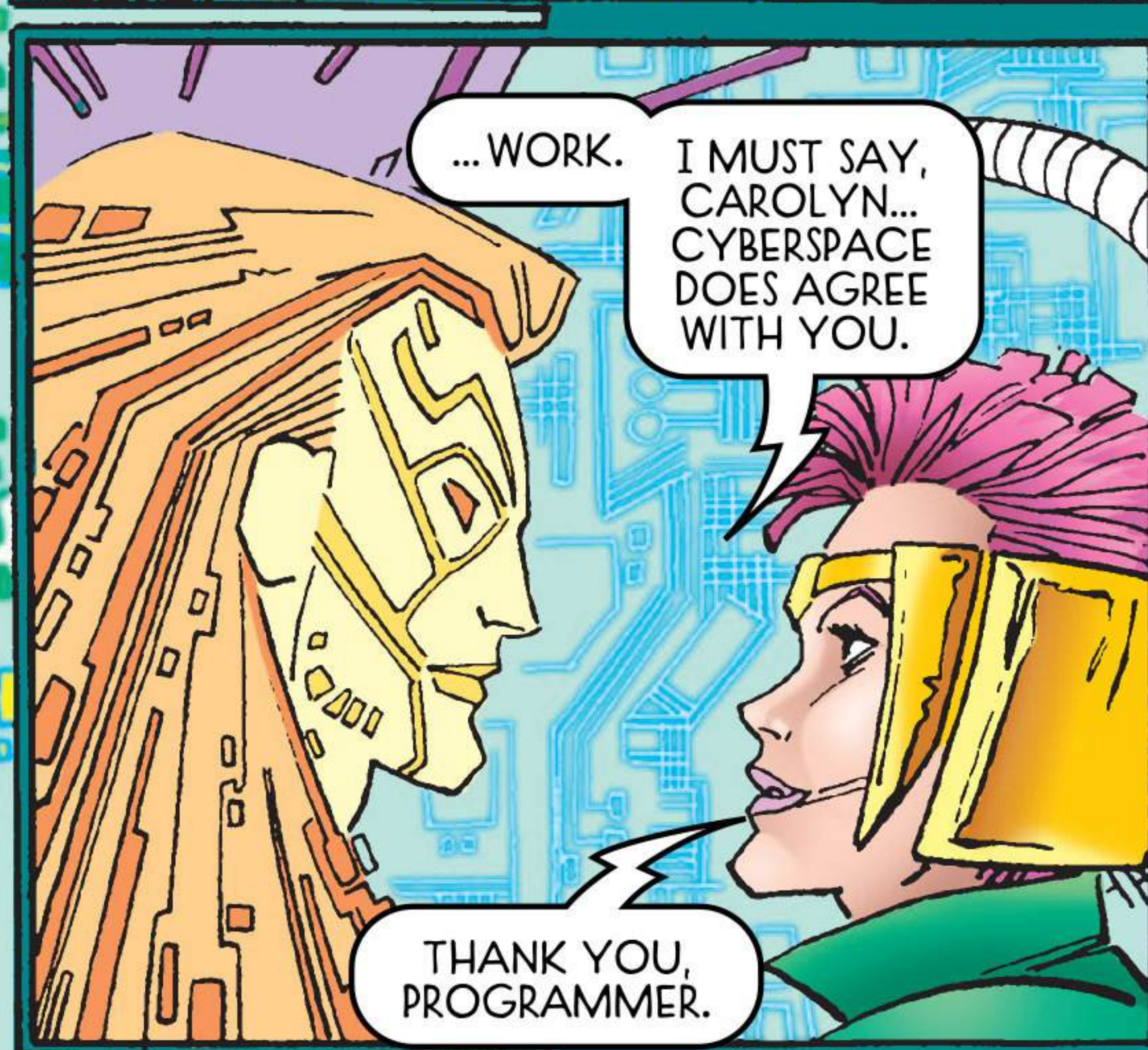


HE WILL KEEP THE
SCARLET SPIDER
BUSY WHILE WE
CONTINUE WITH
OUR...

MR. WADE DOES
APPEAR TO HAVE
A STRONGER WILL
THAN OUR OTHER
SUBJECTS.

WE'LL JUST NEED
TO KEEP A
TIGHTER REIN
ON HIM, BUT...

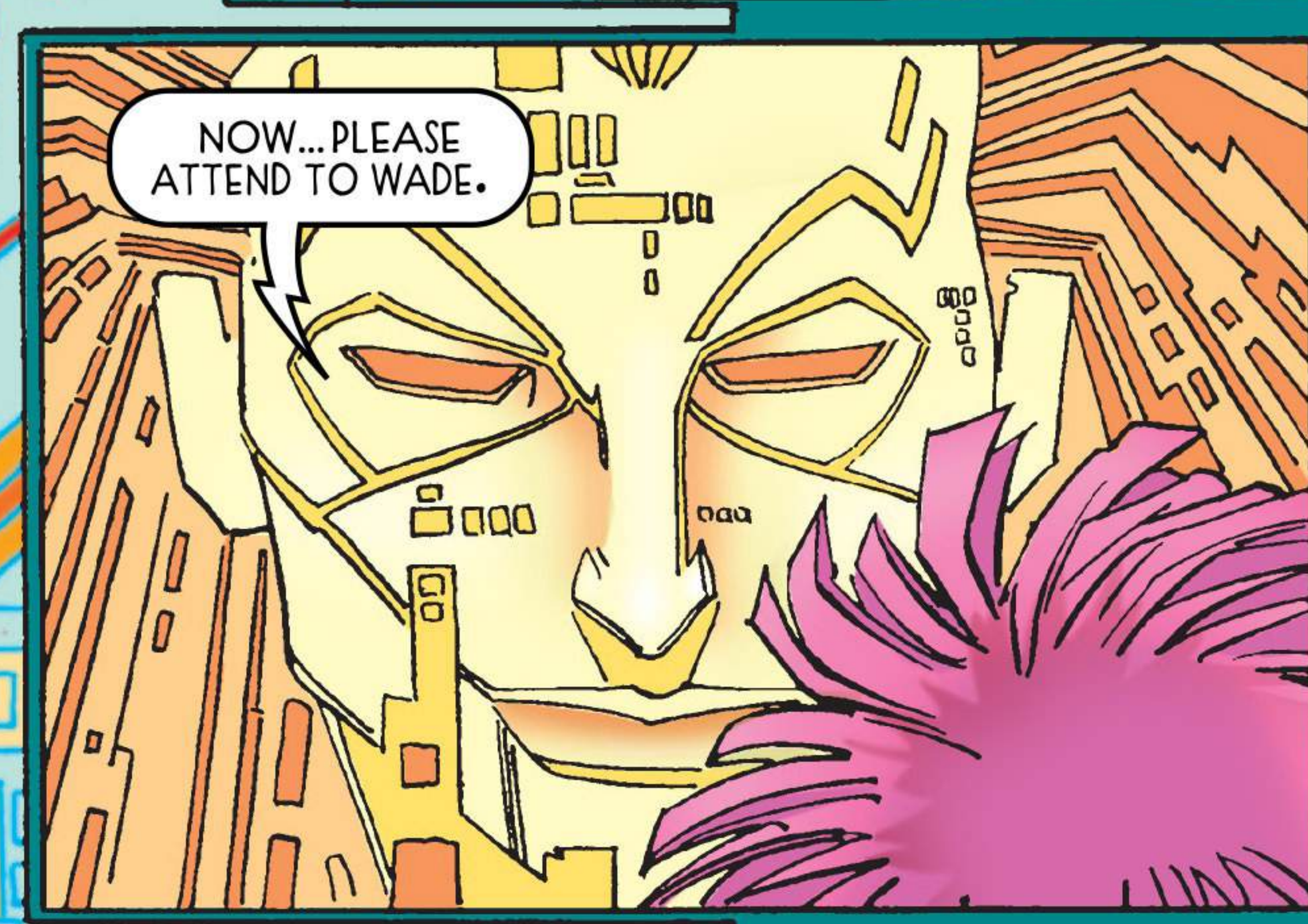
...EITHER WAY,
THE RESULT
SHOULD BE
THE SAME.



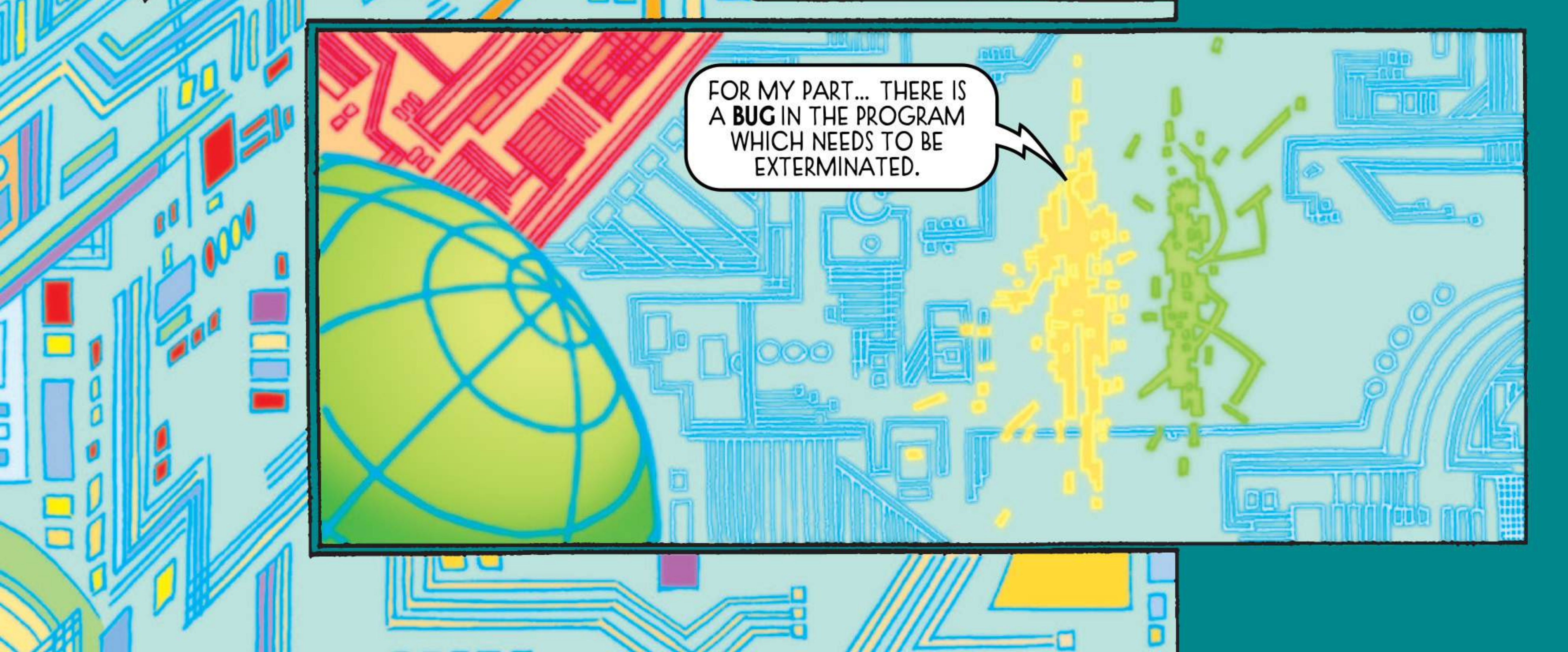
...WORK.

I MUST SAY,
CAROLYN...
CYBERSPACE
DOES AGREE
WITH YOU.

THANK YOU,
PROGRAMMER.



NOW... PLEASE
ATTEND TO WADE.



FOR MY PART... THERE IS
A **BUG** IN THE PROGRAM
WHICH NEEDS TO BE
EXTERMINATED.

ELSEWHERE.

FAR BENEATH THESE CITY STREETS LIES THE UNDERGROUND FACTORY OF ALISTAIRE SMYTHE.

MUNITIONS MASTER AND INVENTOR OF...

...THE CYBER-SLAYERS.

YES. YOU ARE ALMOST READY.

READY FOR THE WORLD WEAPONS MARKET.

IF ONLY TSO COULD HAVE GOTTEN HIS HANDS ON ALL OF OCTOPLUS'S CYBER-NEUTRAL INDUCTOR MICROCHIPS!

I COULD HAVE CREATED AN ARMY OF CYBER-SLAYERS!

SOME CHIPS ARE BETTER THAN NONE, SMYTHE.

AND I GAVE YOU MORE THAN ENOUGH OF THEM TO BUILD AND SELL A SUFFICIENT NUMBER OF CYBER-SLAYERS...

...TO MAKE YOU A VERY RICH MAN.

I APPRECIATE YOUR EFFORTS, Mr. TSO.

AND NEXT TIME YOU AND Mr. KANNOR COME HERE...

...PLEASE CALL FIRST.

SORRY. DIDN'T REALIZE YOU WERE BUSY PLAYING WITH YOUR TOYS.

THE CYBER-SLAYERS ARE HARDLY TOYS. NO INDEED. AS THE WORLD WILL SOON SEE!

THAT GUY GIVES ME THE CREEPS, Mr. TSO.

LEARN TO LIVE WITH IT, KANNOR. HE'S GOING TO MAKE ME A LOT OF MONEY.

I DON'T SUPPOSE MY OTHER BODYGUARD, REILLY, SHOWED UP TONIGHT?

NOT BEFORE WE LEFT. I DON'T LIKE THAT HE'S ALWAYS LATE. WHAT'S HE GOT TO DO THAT'S MORE IMPORTANT THAN WORKING FOR YOU?

"I COULDN'T
IMAGINE."

OMIGOD!

THE
VERRAZANO
NARROWS
BRIDGE.

...WHAT
HAS HE
DONE?!

THERE
HE IS!

HE'S COME
BACK TO DO *MORE*!
WHERE ARE THE
POLICE?! THIS WAS
A NEW CAR, YOU
SONNOLIVA --

NO... REALLY...
IT WASN'T ME! I
KNOW IT LOOKED
LIKE ME, BUT...

LIAR!
YOU STOOD
RIGHT IN FRONT
OF ME AND WEBBED
THE WHOLE BRIDGE
UP! IF I COULD
GET *FREE*
I'D...

THERE HE
GOES!

NO
ONE SEEMS
TO BE IN DANGER
HERE. A LITTLE
UNCOMFORTABLE,
MAYBE,
BUT...

I'VE GOT TO
STOP THAT GUY
BEFORE HE REALLY
HURTS SOMEBODY --
NOT TO MENTION MY
REPUTATION!

IT
AIN'T MUCH,
BUT... IT'S ALL I'VE
GOT RIGHT
NOW!

DEEP WITHIN OCK'S
LABORATORY...

YOU
SHOULD
BE VERY
COZY HERE,
WADE...

...NOT
THAT IT
MATTERS.

ALL
YOUR VITAL
SIGNS WILL BE
MONITORED... NUTRIENT
SUPPLEMENTS
WILL KEEP YOU
ALIVE...

OTHER
THAN THAT,
YOU DON'T SERVE
MUCH OF A PURPOSE.
IT'S THE *VIRTUAL
REALITY SCARLET
SPIDER* THAT
COUNTS.

HELLO?

IS
SOMEONE
ELSE
HERE?

WHO
ARE YOU?
WHAT ARE YOU
DOING HERE?
I CAN'T
SEE!

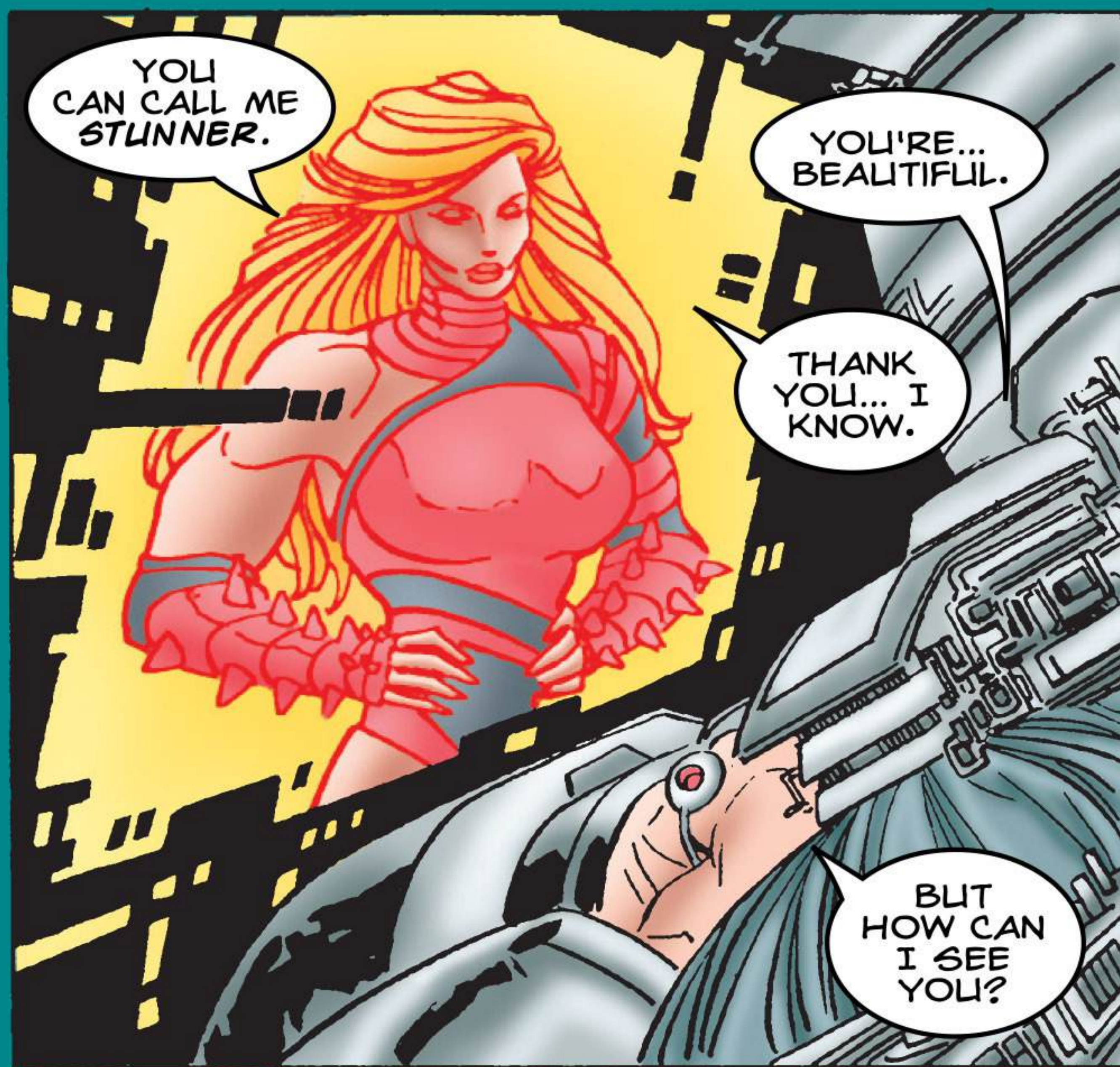
THEY'VE GOT YOU
HOOKED UP TOO...
DON'T THEY?

YEAH.
YOU
TOO?

YES... IT'S
WONDERFUL...
ISN'T IT?

WHAT
ARE YOU
TALKING ABOUT?
WONDERFUL? IT
HURTS LIKE THE
DEVIL!

Oh, BUT IT MUST BE DIFFICULT
TALKING TO SOMEONE YOU
CAN'T SEE... THERE IS A SCREEN
ABOVE YOUR HEAD. *FOCUS*
ON IT. YOU'LL SEE IT THROUGH
THE GOGGLES.



YOU CAN CALL ME STUNNER.

YOU'RE... BEAUTIFUL.

THANK YOU... I KNOW.

BUT HOW CAN I SEE YOU?



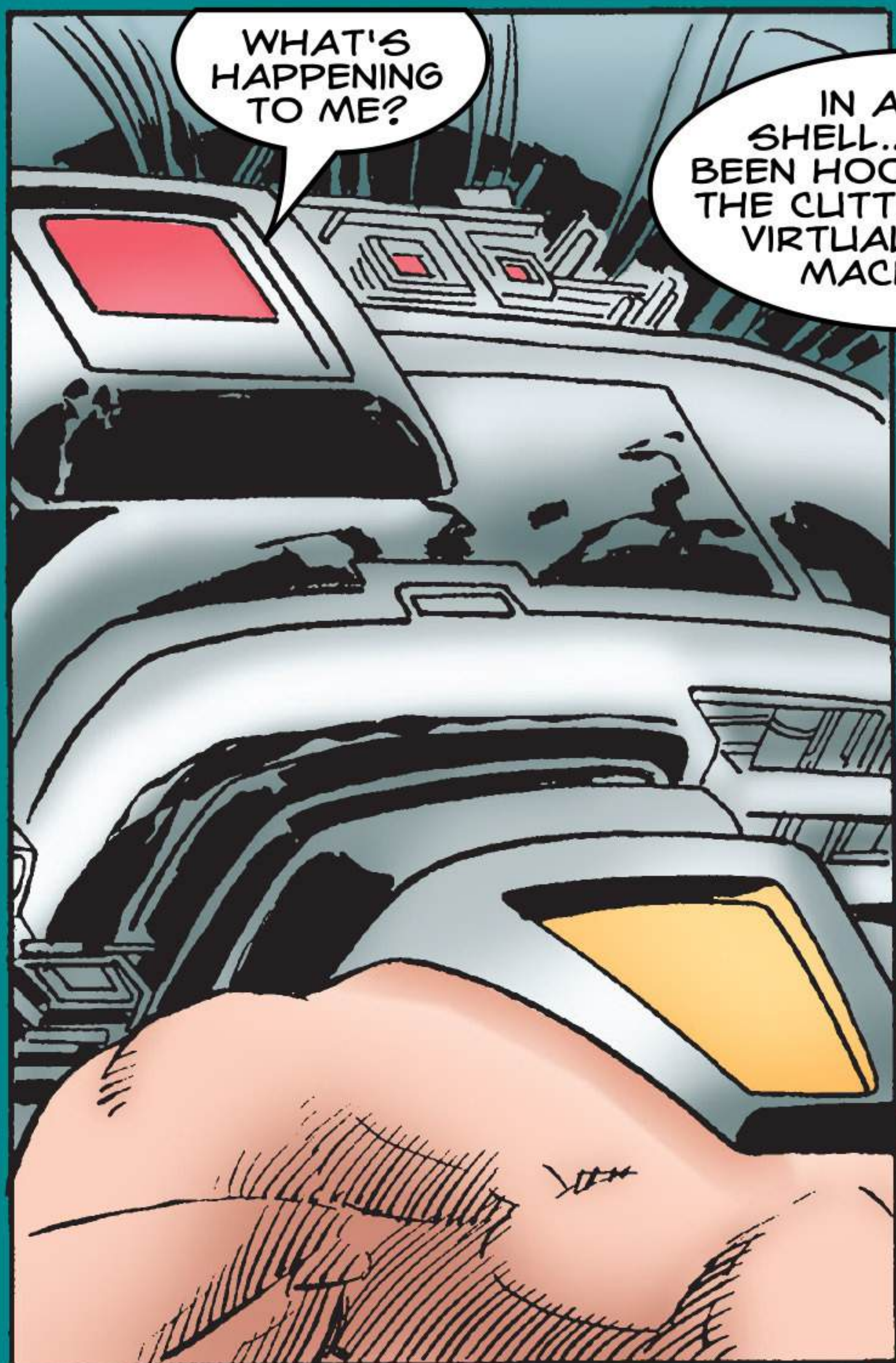
YOU STOPPED FIGHTING IT. FIGHT IT... AND IT HURTS. IT'S THAT SIMPLE. BUT...

EXPERIENCE THE WORLD THROUGH IT. EXPERIENCE THINGS YOU NEVER THOUGHT IMAGINABLE.

...IF YOU GO WITH IT... YOU CAN START SEEING THROUGH THE EYES OF YOUR HOLO-REAL OTHER.

I DON'T WANT THE EXPERIENCE.

Oh... TOO BAD.



WHAT'S HAPPENING TO ME?

IN A NUT-SHELL... YOU'VE BEEN HOOKED UP TO THE CUTTING EDGE IN VIRTUAL REALITY MACHINES.

THROUGH THE IMPLANTS WHICH ARE CONNECTED DIRECTLY TO YOUR CEREBRAL CORTEX, YOU ARE PROJECTING AN IDEALIZED OTHER.

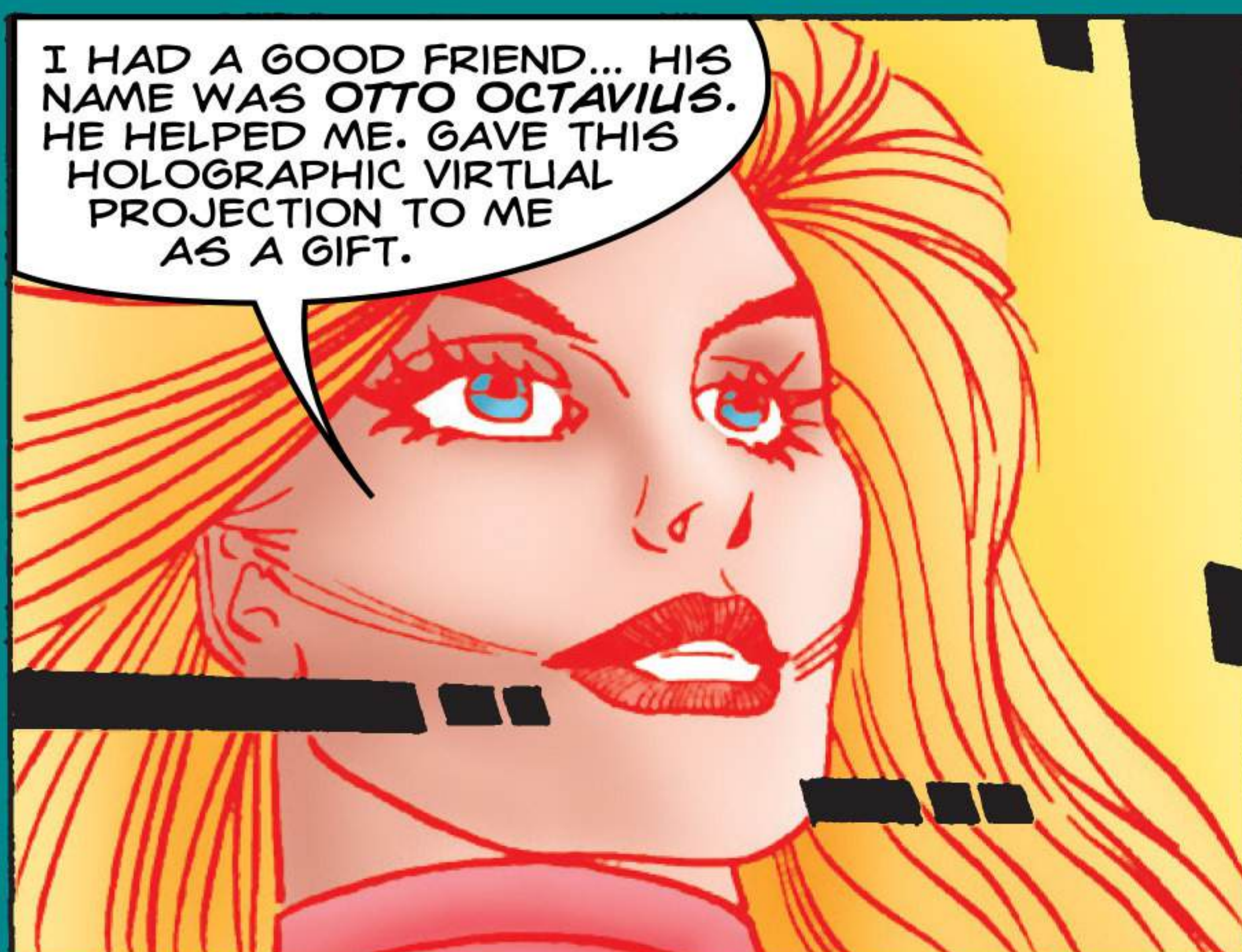
A HOLOGRAPHIC VIRTUAL PROJECTION THROUGH WHICH YOU CAN SEE, HEAR, THINK AND EXPERIENCE --



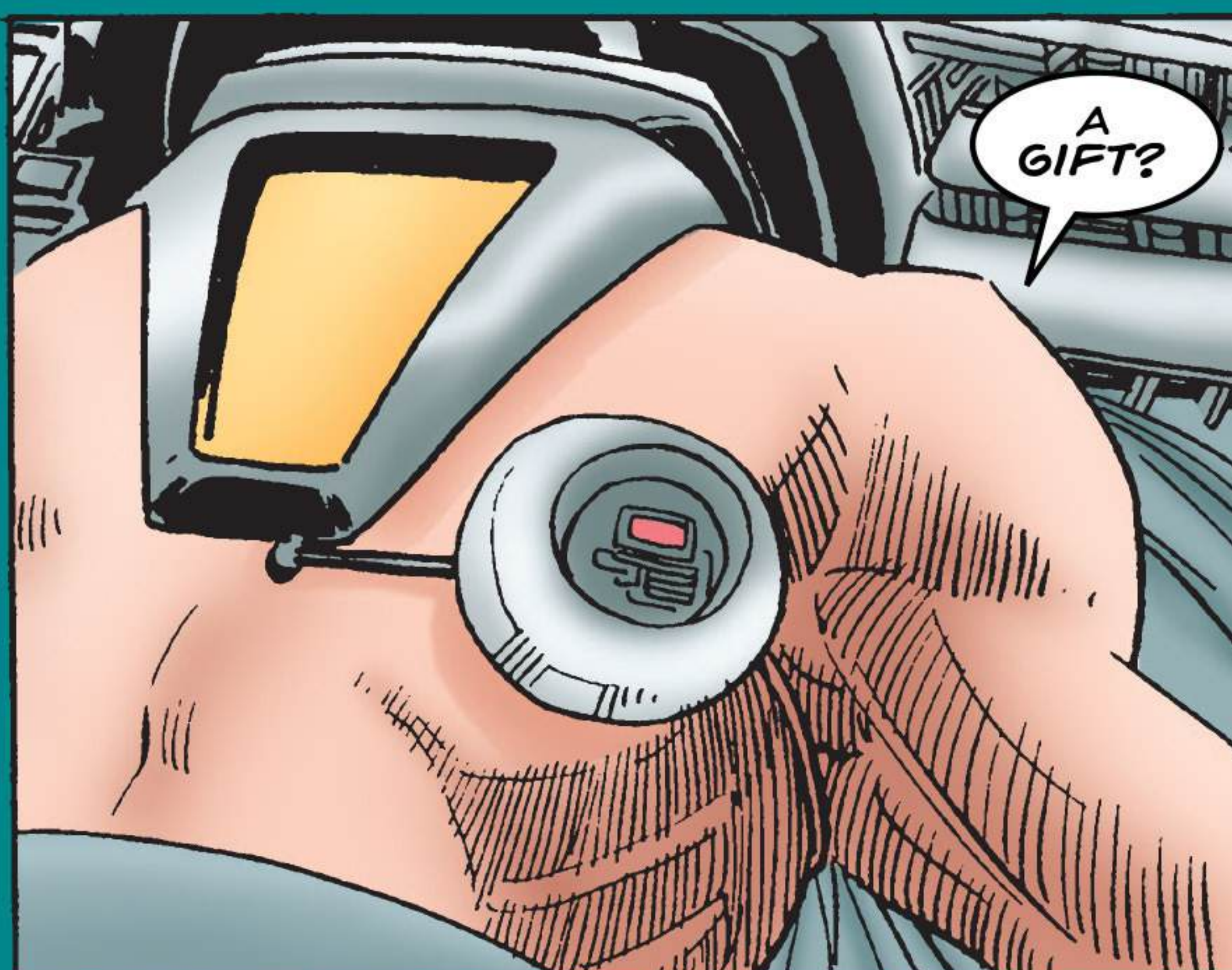
I CAN'T SEE A BLASTED THING!

THAT'S BECAUSE YOU'RE FIGHTING IT. JUST STOP.

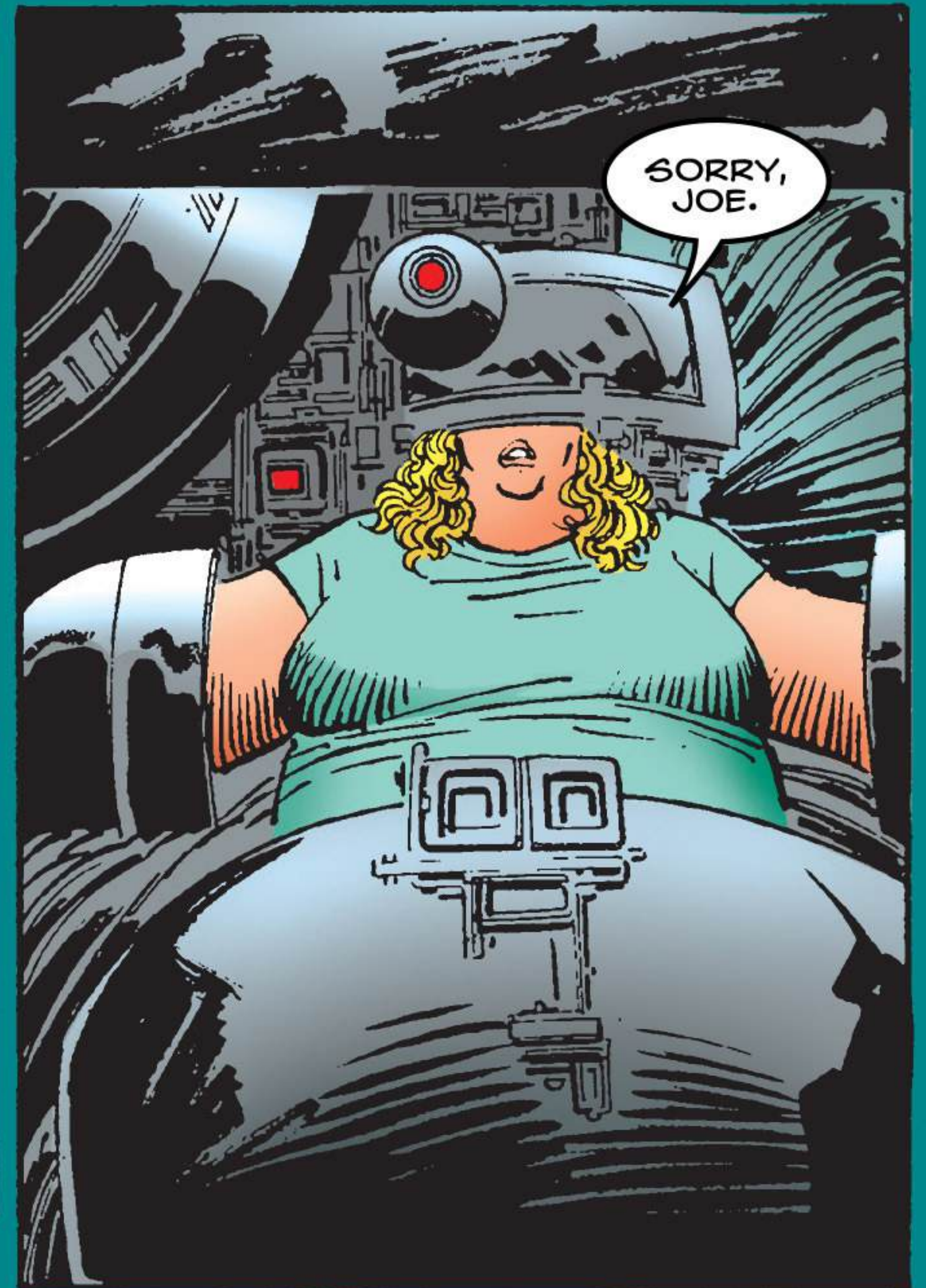
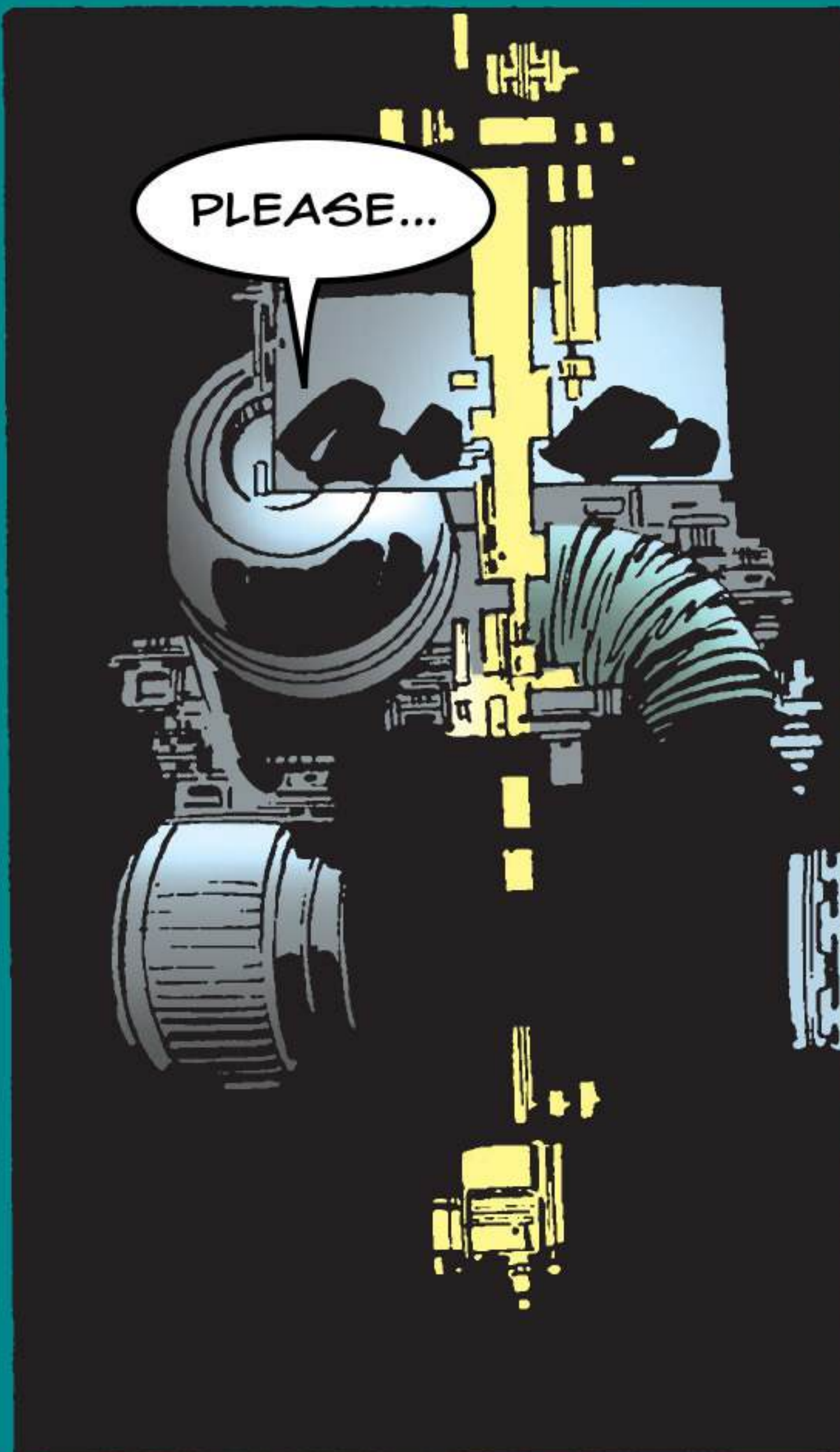
WHAT? WHY?



I HAD A GOOD FRIEND... HIS NAME WAS OTTO OCTAVIUS. HE HELPED ME. GAVE THIS HOLOGRAPHIC VIRTUAL PROJECTION TO ME AS A GIFT.

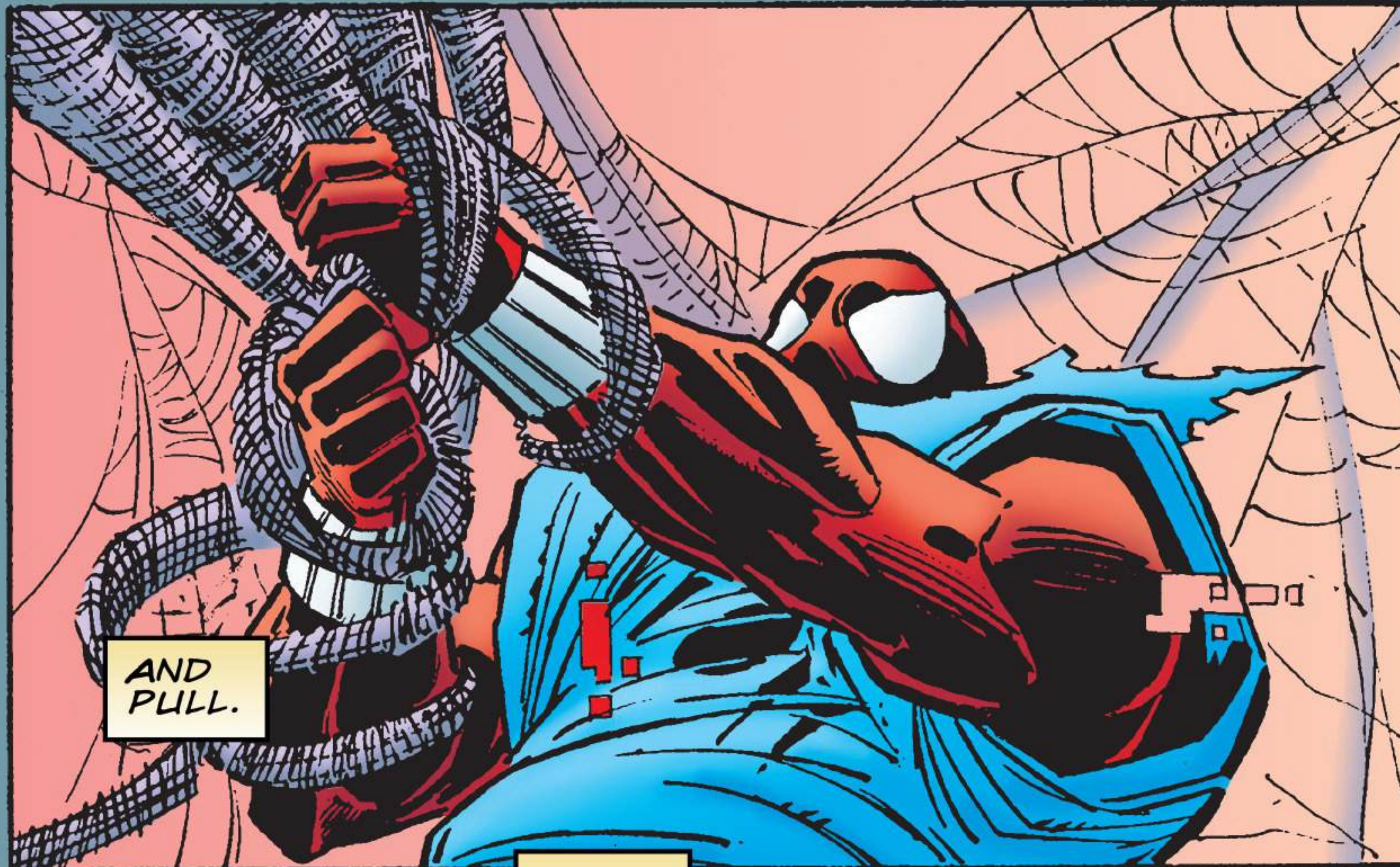


A GIFT?



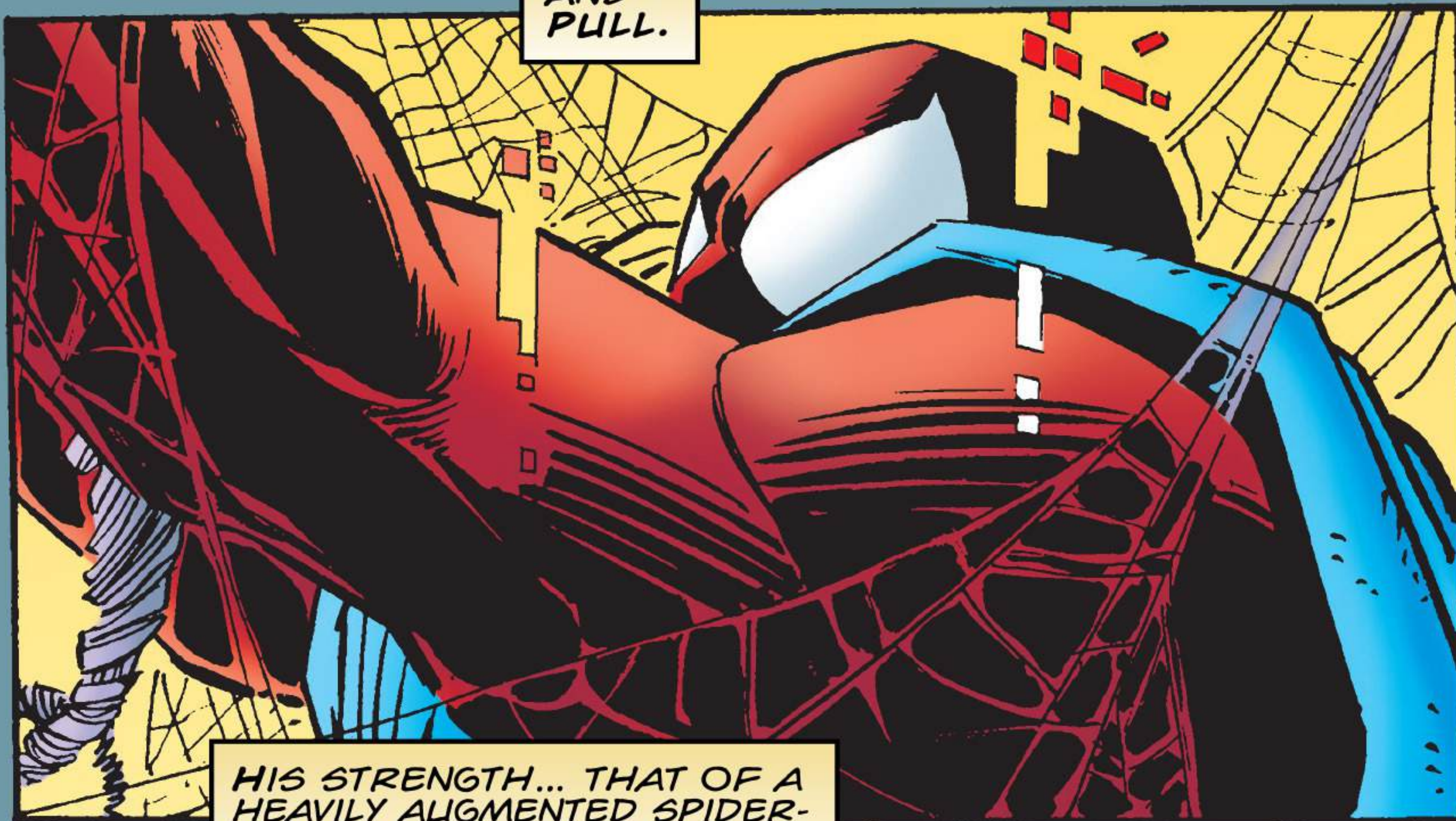
AND AS HUNDREDS OF WEB-LINES ARE ATTACHED TO THE HUGE BUILDING...

...THE VIRTUAL REALITY SCARLET SPIDER BEGINS TO PULL.

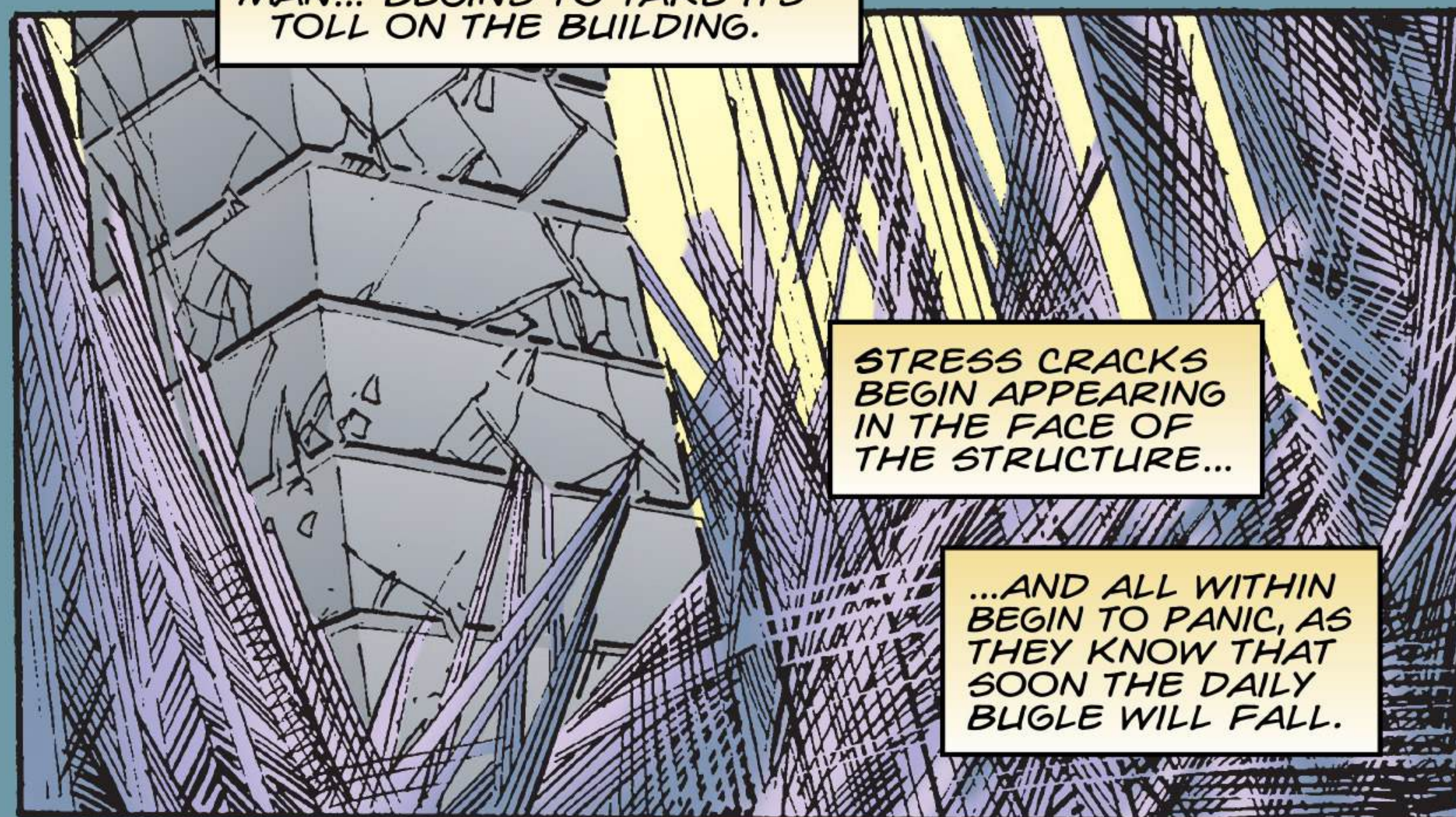


AND PULL.

AND PULL.



HIS STRENGTH... THAT OF A HEAVILY AUGMENTED SPIDER-MAN... BEGINS TO TAKE ITS TOLL ON THE BUILDING.



STRESS CRACKS BEGIN APPEARING IN THE FACE OF THE STRUCTURE...

...AND ALL WITHIN BEGIN TO PANIC, AS THEY KNOW THAT SOON THE DAILY BUGLE WILL FALL.



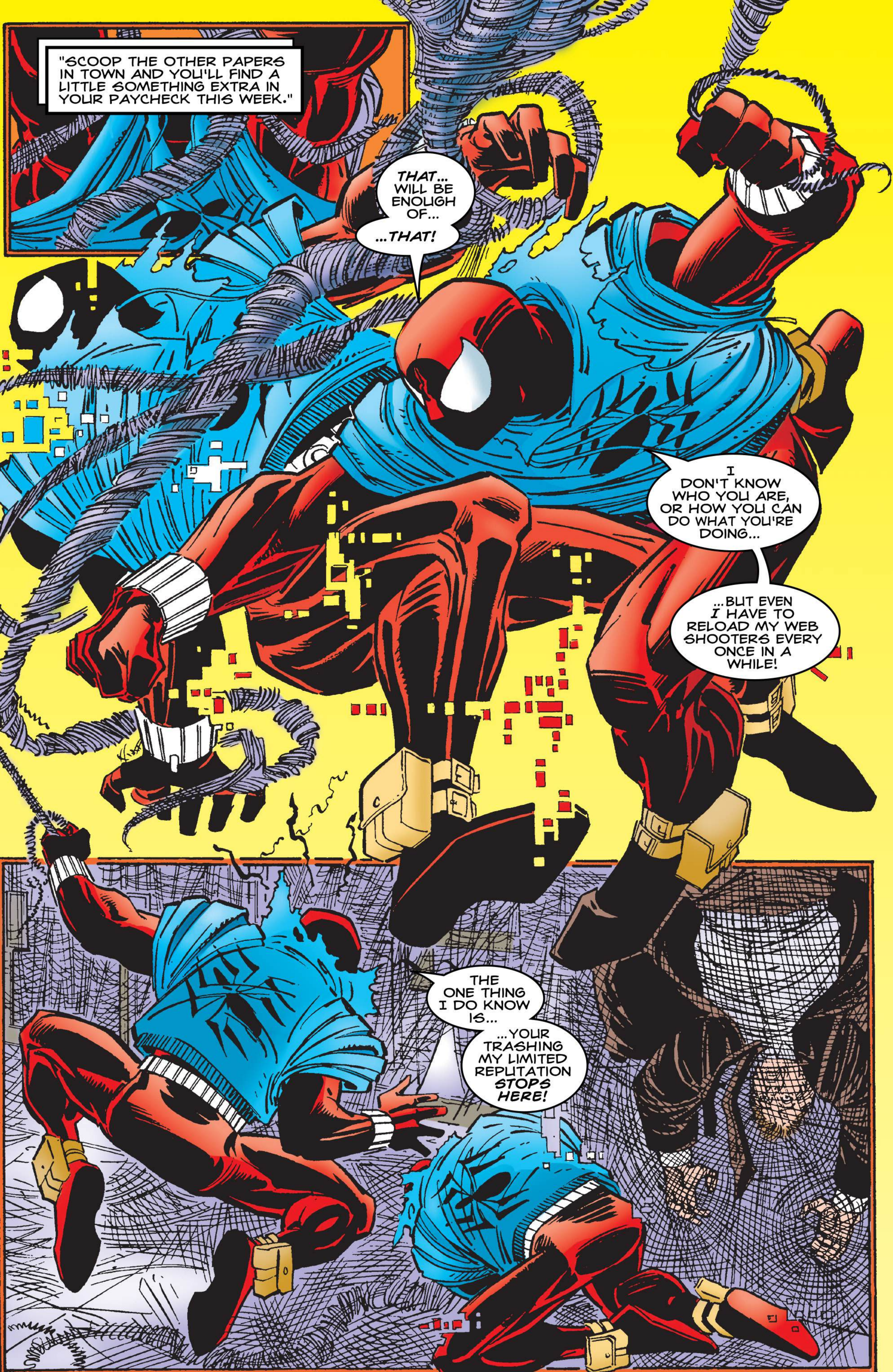
COME ON, PEOPLE! CALM DOWN! WE'RE NEWSPAPER PEOPLE, AFTER ALL! SOMEBODY HAD BETTER BE COVERING THIS FOR THE PAPER...

...OR HEADS ARE GONNA ROLL!



YIN AND I ARE ON IT, Mr. JAMESON!

GOOD GOING, ELLIS!



"SCOOP THE OTHER PAPERS
IN TOWN AND YOU'LL FIND A
LITTLE SOMETHING EXTRA IN
YOUR PAYCHECK THIS WEEK."

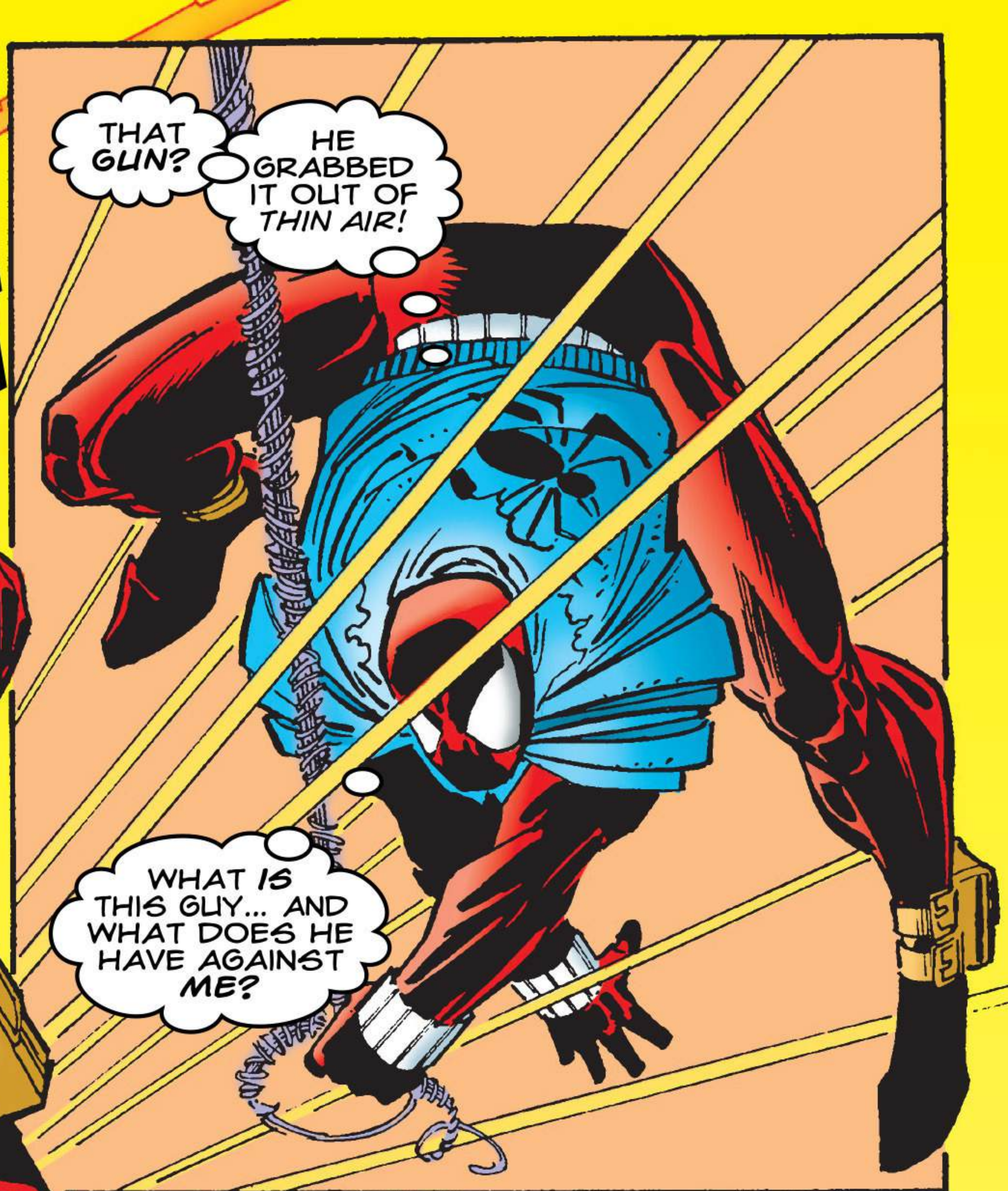
THAT...
WILL BE
ENOUGH
OF...
...THAT!

I
DON'T KNOW
WHO YOU ARE,
OR HOW YOU CAN
DO WHAT YOU'RE
DOING...

...BUT EVEN
I HAVE TO
RELOAD MY WEB
SHOOTERS EVERY
ONCE IN A
WHILE!

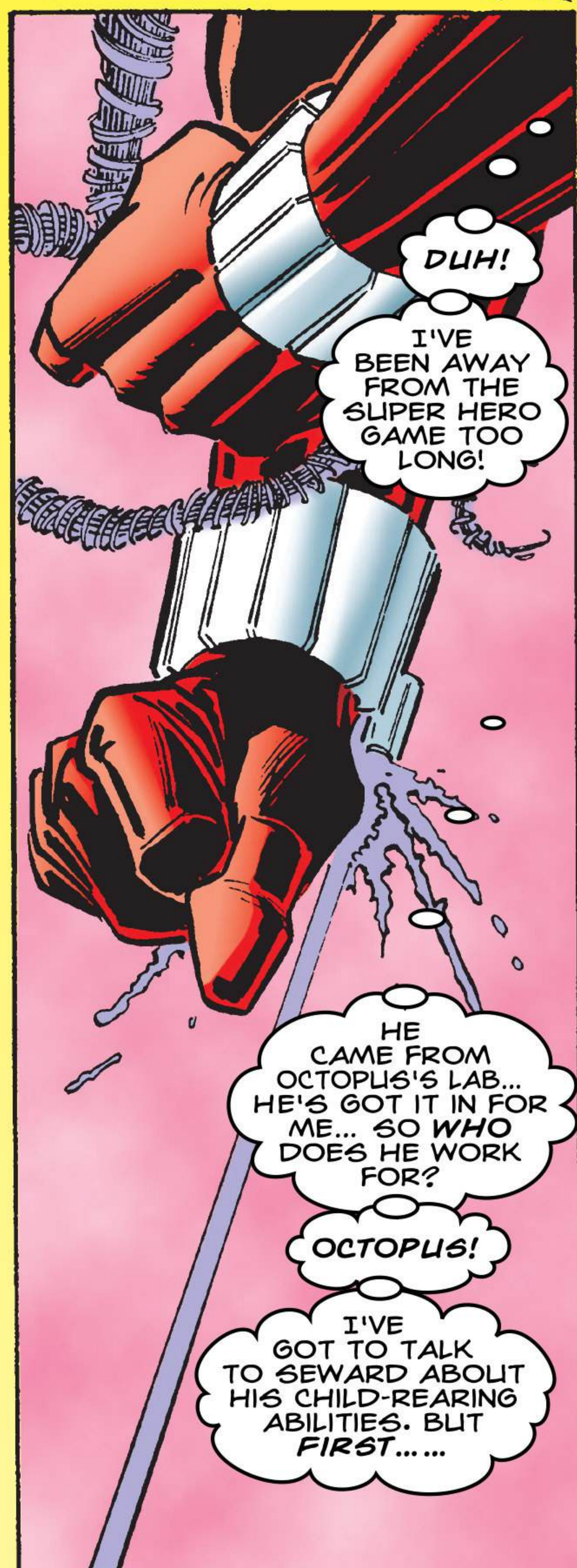
THE
ONE THING
I DO KNOW
IS...

...YOUR
TRASHING
MY LIMITED
REPUTATION
STOPS
HERE!



THAT GUN? HE GRABBED IT OUT OF THIN AIR!

WHAT IS THIS GUY... AND WHAT DOES HE HAVE AGAINST ME?



DUH!
I'VE BEEN AWAY FROM THE SLIPER HERO GAME TOO LONG!

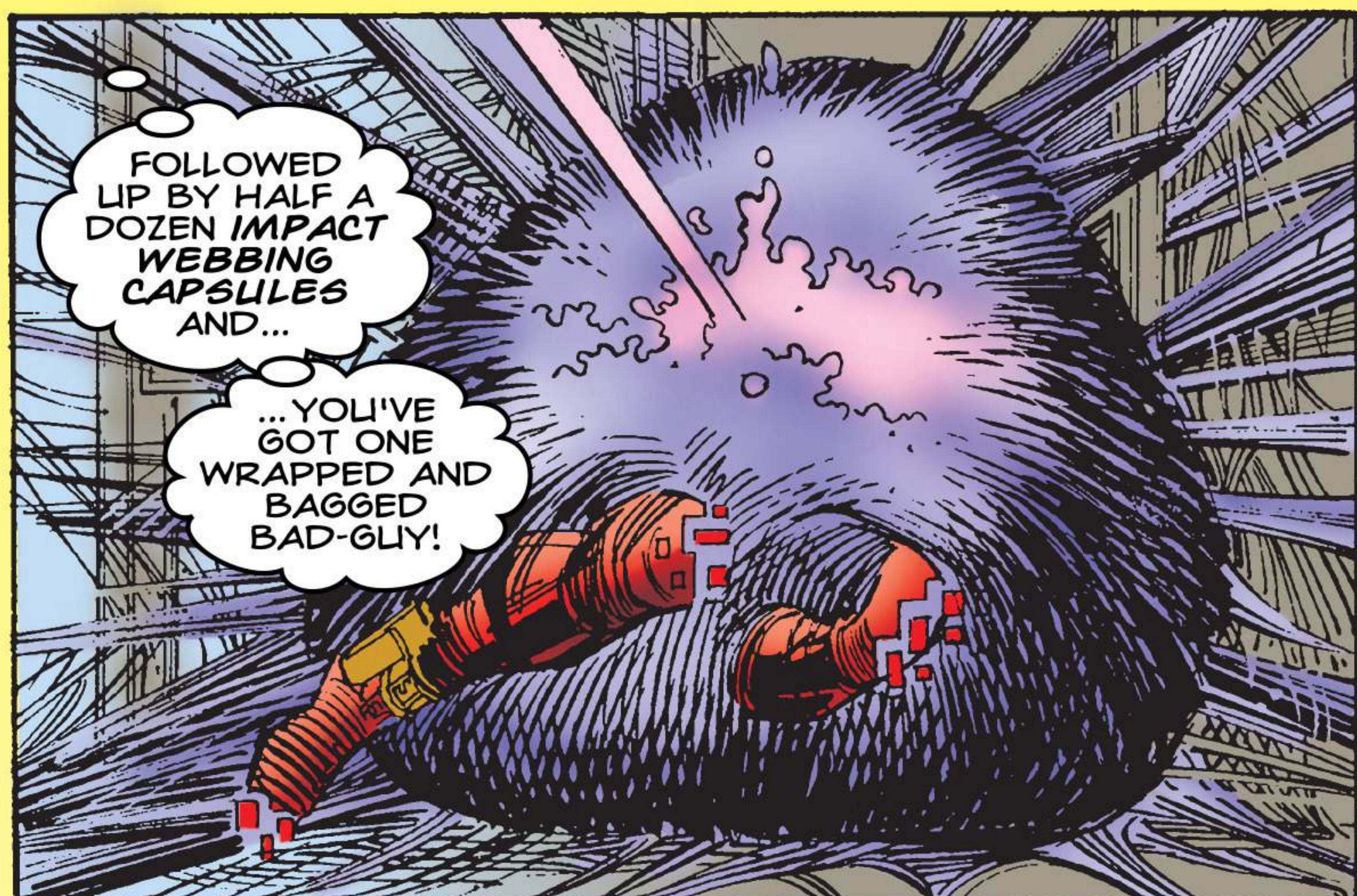
HE CAME FROM OCTOPLUS'S LAB... HE'S GOT IT IN FOR ME... SO WHO DOES HE WORK FOR?

OCTOPLUS!

I'VE GOT TO TALK TO SEWARD ABOUT HIS CHILD-REARING ABILITIES. BUT FIRST.....

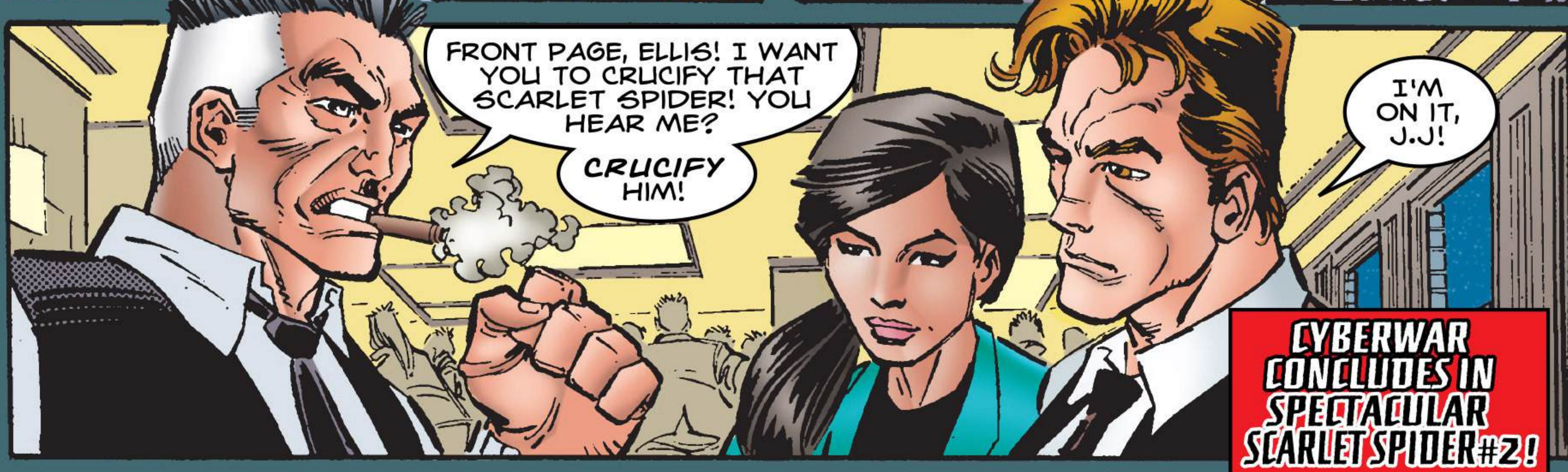
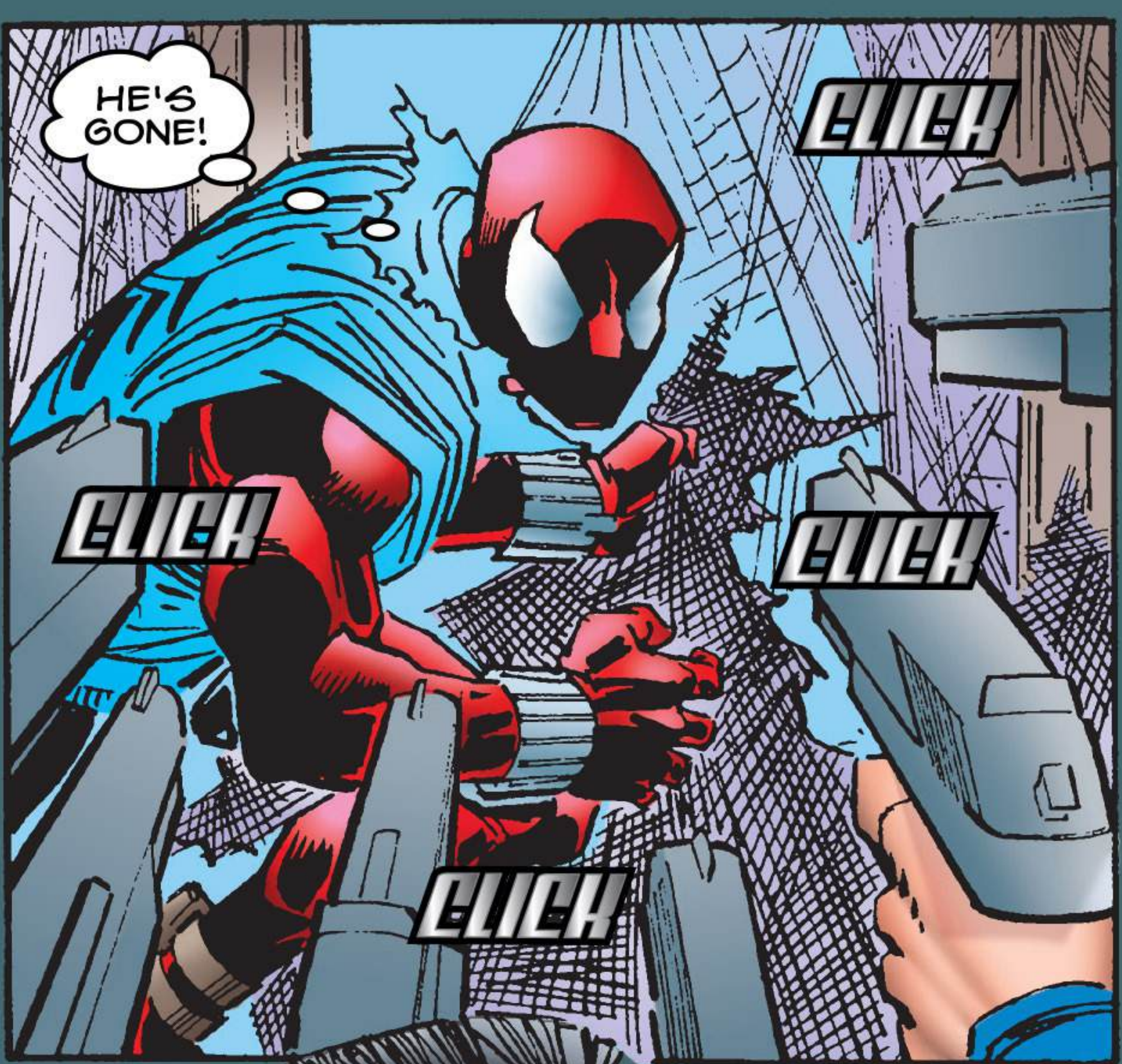
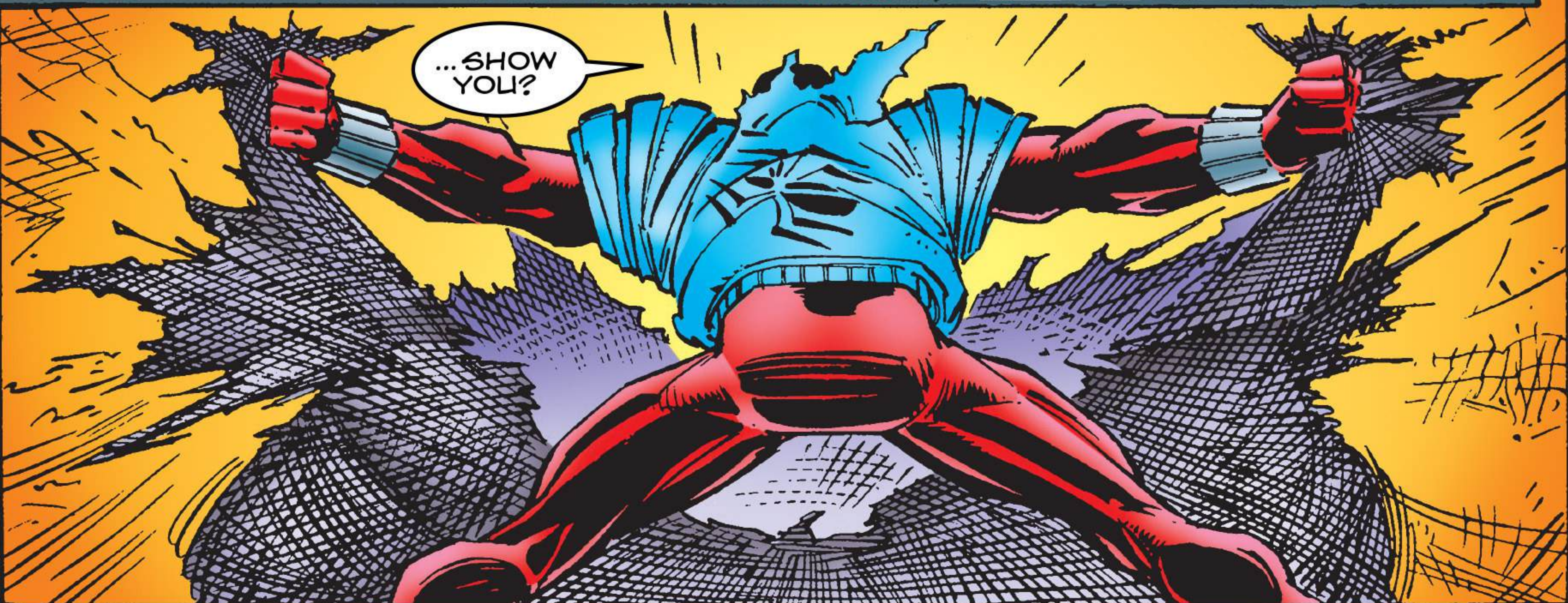


A COUPLE OF EXTRA-STRENGTH SPIDER-STINGERS!



FOLLOWED UP BY HALF A DOZEN IMPACT WEBBING CAPSULES AND...

...YOU'VE GOT ONE WRAPPED AND BAGGED BAD-GUY!





DEC • 2
\$1.95 US
\$2.75 CAN

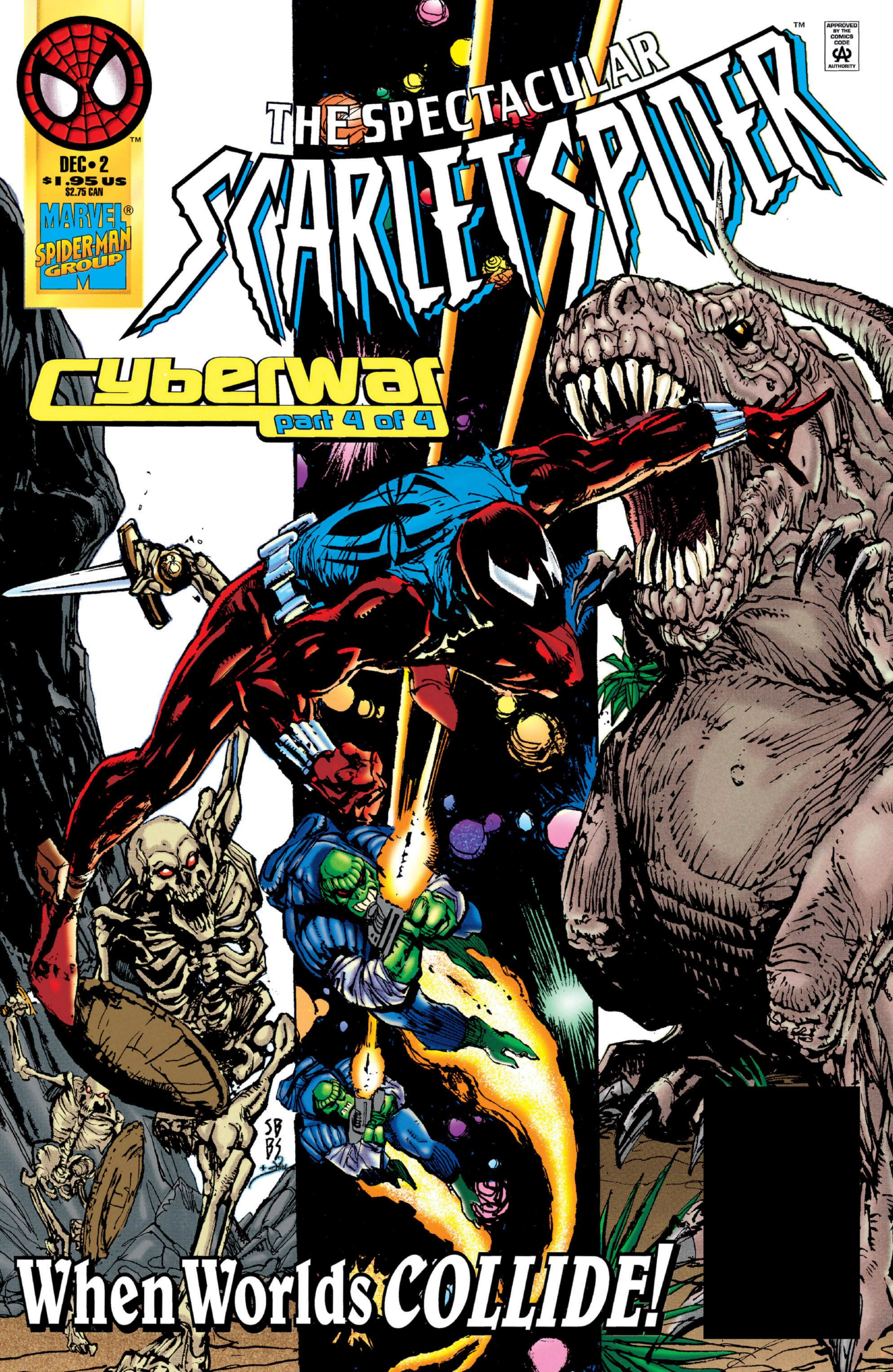
MARVEL®
SPIDER-MAN
GROUP
M

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE SPECTACULAR SCARLET SPIDER

CYBERWAR

part 4 of 4



When Worlds COLLIDE!

Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man**! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: **THE SCARLET SPIDER!**

"WELL, NO ONE TOLD ME LIFE WAS GONNA BE THIS WAY!"

"MY JOB'S A JOKE--AS BEN REILLY I WORK AS A BODY-GUARD FOR JASON TSO--

"--A NIGHTCLUB OWNER-SLASH-GANGSTER WHO RECENTLY DECIDED TO DECLARE HI-TECH GANG WAR ON THE NEW DR. OCTOPUS!"

"NATURALLY, WHEN THINGS GOT OUT OF HAND AND INNOCENTS WERE IN DANGER, THE SCARLET SPIDER GOT INVOLVED!"

"SO NOW, BELIEVING THAT THE SPIDER IS DOWN WITH TSO, OCK HAS SOMEHOW CREATED A DOPPELGANGER OF ME --SOMEONE WITH MY POWERS--

"--AND SET HIM LOOSE ON THE CITY TO WREAK HAVOC AND FRAME ME FOR ALL THE DAMAGE AND DESTRUCTION!"

"AND JUDGING FROM THE REACTION OF THE LOCALS, HE'S DOING A PRETTY GOOD JOB OF IT--

"...CAUSE
THEY'VE GONE
COMPLETELY
POSTAL!"

**CYBER-
WAR
PART II**

Arachnis Ex Machina SPIDER IN THE MACHINE

"CAN'T BLAME THEM--
THEY THINK I DID THIS...!"

"AND I SERIOUSLY DOUBT
THAT THEY'D BELIEVE ME, OR
EVEN LET ME EXPLAIN!"

"ALL I CAN DO IS
TRY TO STOP THIS
DOUBLE OF MINE.
BUT I HAVEN'T GOT
A CLUE WHERE
HE'S GOING!"

GET HIM!
GET HIM!

THERE HE IS!
HE TOTALLED
MY BUILDING!
SHOOT 'IM!
SHOOT 'IM!

YOU'LL PAY
FOR THIS,
SPIDER!

THERE
HE IS!

**KILL THE
SCARLET
SPIDER!**

THWIP

"I'M ALWAYS TWO
SWINGS BEHIND
HIM--SHOWING UP
JUST IN TIME TO
TAKE THE HEAT!"

BROUGHT TO YOU BY OUR OWN ANGRY MOB OF:
TODD DEZAGO | SAL BUSCEMA | BILL SIENKIEWICZ & JIMMY PALMIOTTI
WRITER | BREAKDOWNS | FINISHES
CLEM ROBINS, letters | JOHN KALISZ, colors | MALIBU, separations
ERIC FEIN, crowd control | BOB BUDIANSKY, instigator



"THIS IS WACKED...!
THESE PEOPLE..."

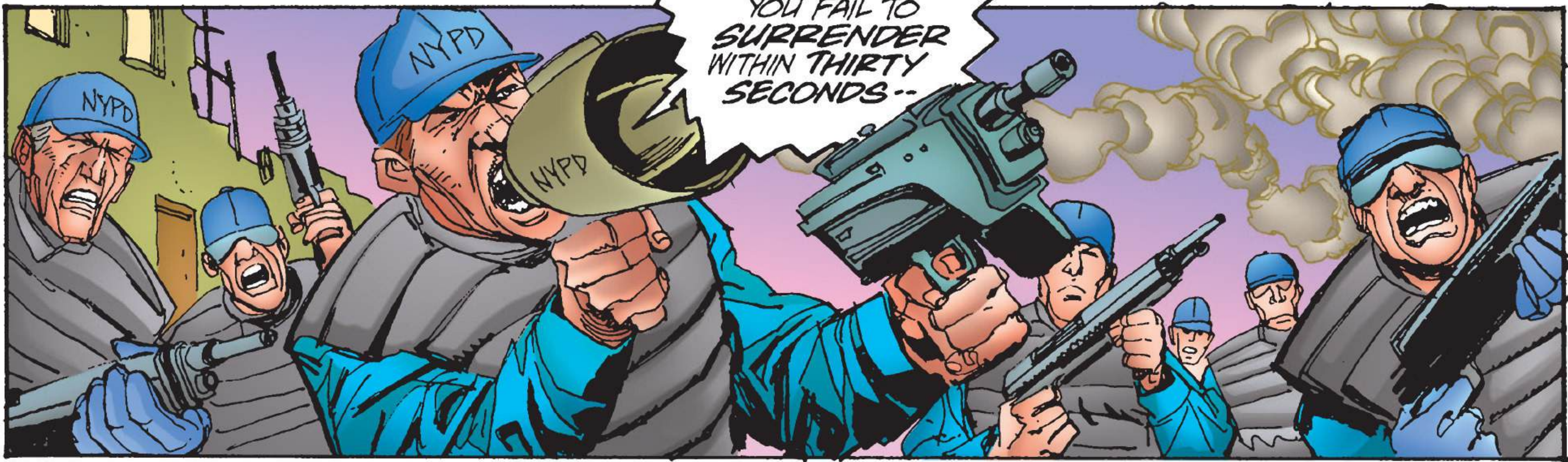
"...DESPISE ME! I
DON'T THINK I'VE SEEN
A MOB THIS ENRAGED
SINCE I SAW THE ORIGINAL
FRANKENSTEIN--"



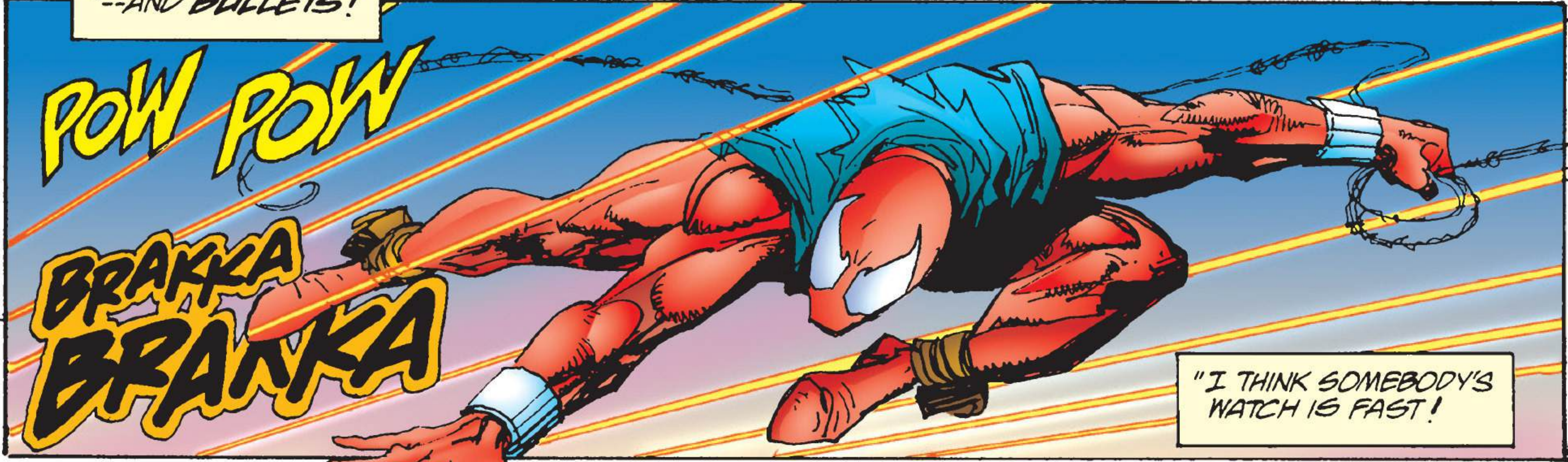
"--ONLY THERE THE
TOWNSFOLK CARRIED
TORCHES AND
PITCHFORKS--"

"--HERE, THEY HAVE
BULLHORNS--"

THIS IS YOUR
LAST WARNING!
WE HAVE BEEN
AUTHORIZED BY THE
STATE OF NEW YORK
TO USE DEADLY
FORCE SHOULD
YOU FAIL TO
SURRENDER
WITHIN THIRTY
SECONDS--



"--AND BULLETS!"



POW POW
BRAKKA
BRANKA

"I THINK SOMEBODY'S
WATCH IS FAST!"



"WELL, IT LOOKS LIKE
OCK GOT WHAT SHE
WANTED--AS OF RIGHT
NOW, THE SCARLET SPIDER
IS PUBLIC ENEMY
NUMBER ONE--"

"--AND AS OF FIVE MINUTES
AGO, LATE FOR WORK!"

POW
BAM BAM

THE DARNELL BUILDING--

--HOME AND HEAD-QUARTERS OF THE ENIGMATIC ALISTAIR SMYTHE AND HIS NEW, ALL-TOO-LETHAL HOST OF CYBER-SLAYERS!

HERE, SURROUNDED BY HIS CREATIONS, IN THE FACILITY'S VR THEATER, SMYTHE--

--ALONG WITH HIS ASSOCIATE, JASON TSO--

--PREPARES FOR THE INEVITABLE, AND VERY LIKELY FINAL, CONFRONTATION WITH THE DEADLY DR. OCTOPUS!

HE HASN'T SHOWN UP YET? OKAY, JOEY...YEAH.

THIS IS THE SECOND TIME REILLY'S BEEN LATE ON ME, AND THAT'S TWO TIMES TOO MANY! I'M SICK OF IT!

THIS IS BEN. I CAN'T COME TO THE PHONE RIGHT NOW, BUT IF YOU'LL LEAVE A MESSAGE--

YOU WANT A MESSAGE, REILLY? TRY THIS: YOU'RE FIRED!

IF YOU CAN'T GET YOUR IRRESPONSIBLE SLACKER BUTT TO WORK, THEN YOU DON'T NEED A JOB!

GET DOWN TO THE CLUB--IF REILLY SHOWS--THROW HIM OUT! HARD!

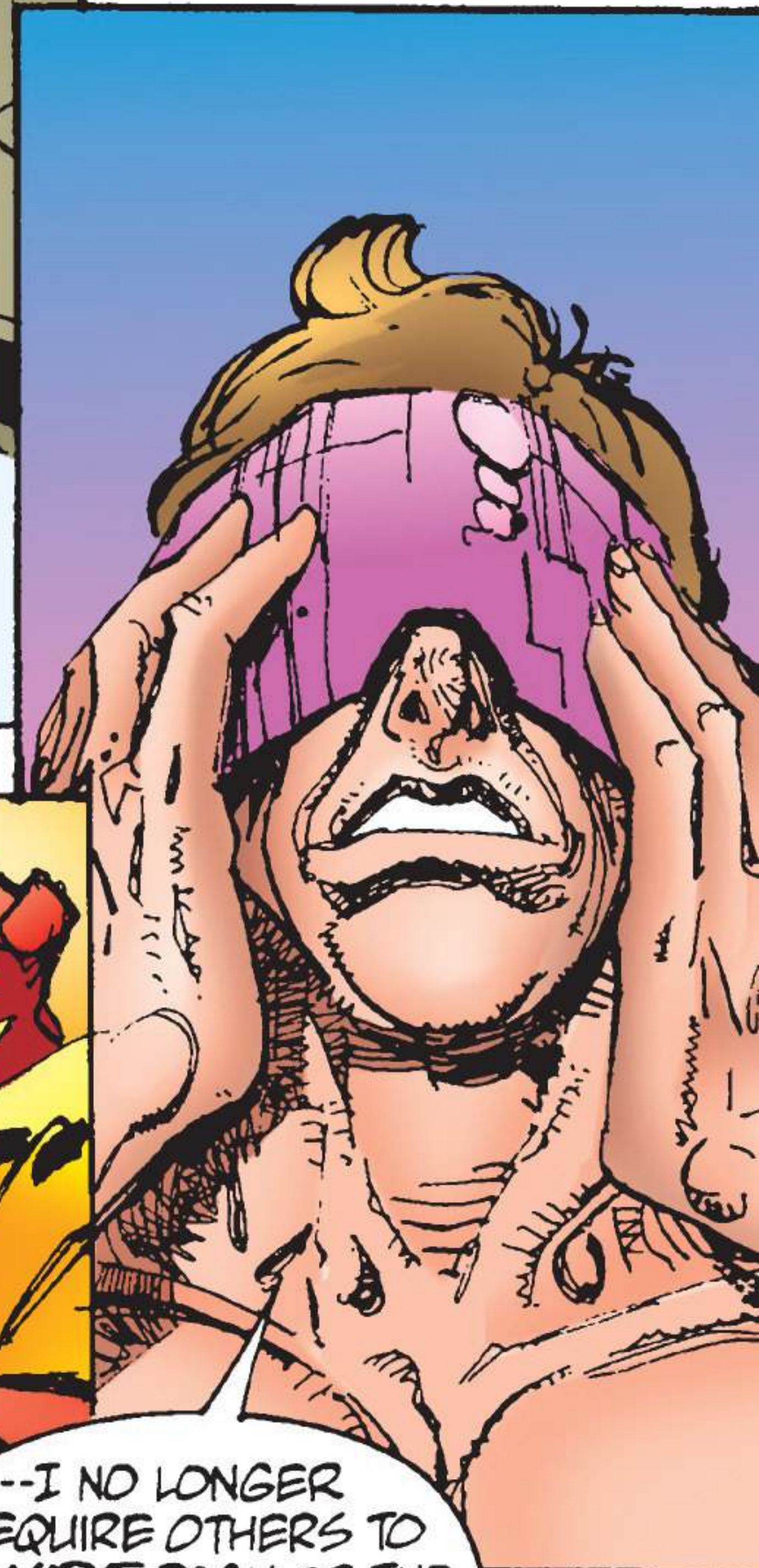
YOU'LL BE LEFT WITHOUT A BODYGUARD.

ARE YOU KIDDING...?



RIGHT NOW, I'M THE SAFEST MAN IN THE WORLD!

EVEN MORE SO, JASON--NOW THAT I'VE INCORPORATED THE CYBERNEURAL INDUCTORS THAT YOU SO KINDLY ACQUIRED FOR ME INTO THIS VISOR--



--I NO LONGER REQUIRE OTHERS TO GUIDE EACH OF THE INDIVIDUAL CYBER-SLAYERS! WHILE I WEAR THE MASTER-VISOR--

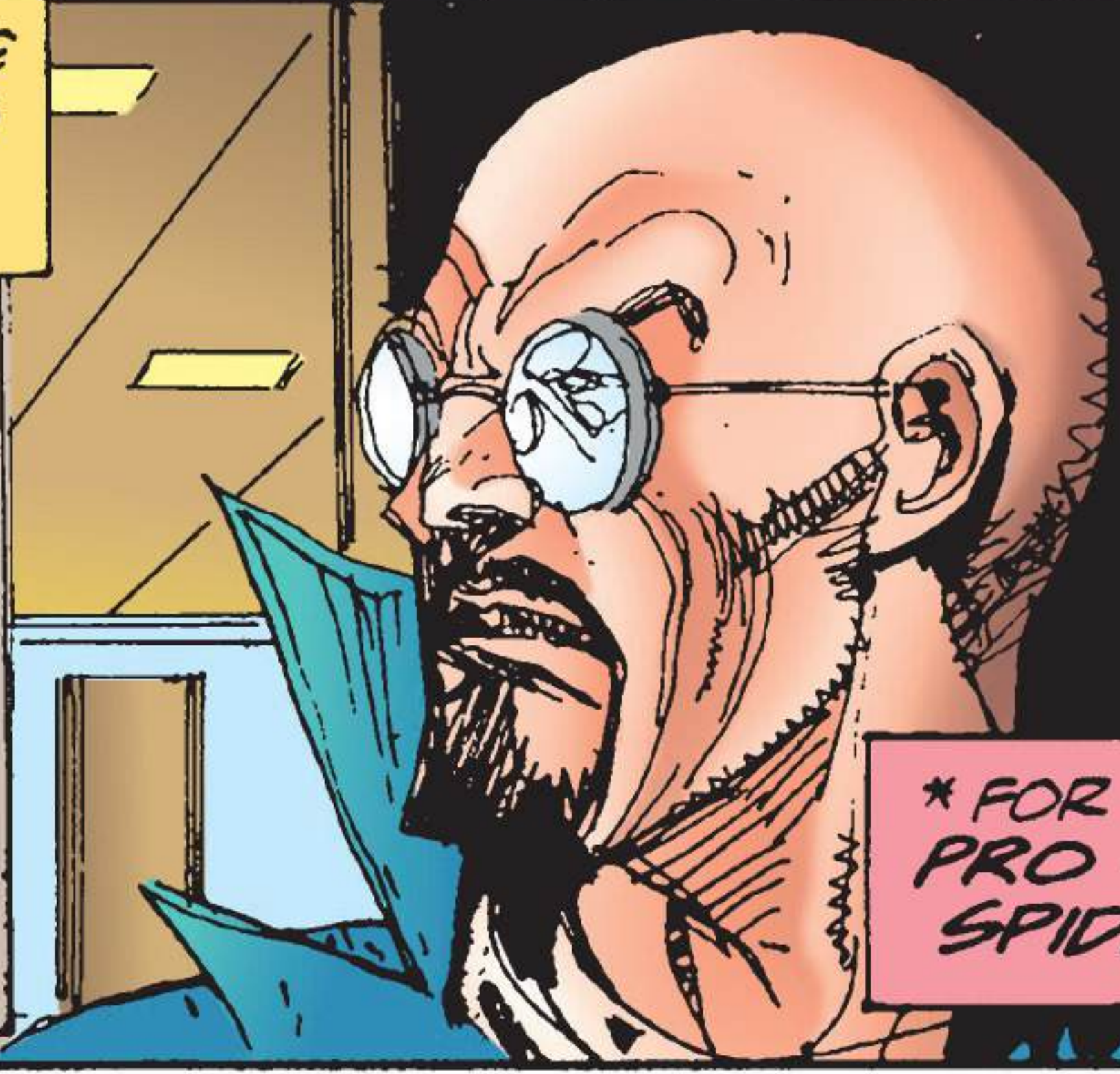
--THE ENTIRE CADRE OF SLAYERS IS AT MY COMMAND! I HAVE TOTAL CONTROL OF THEM ALL!



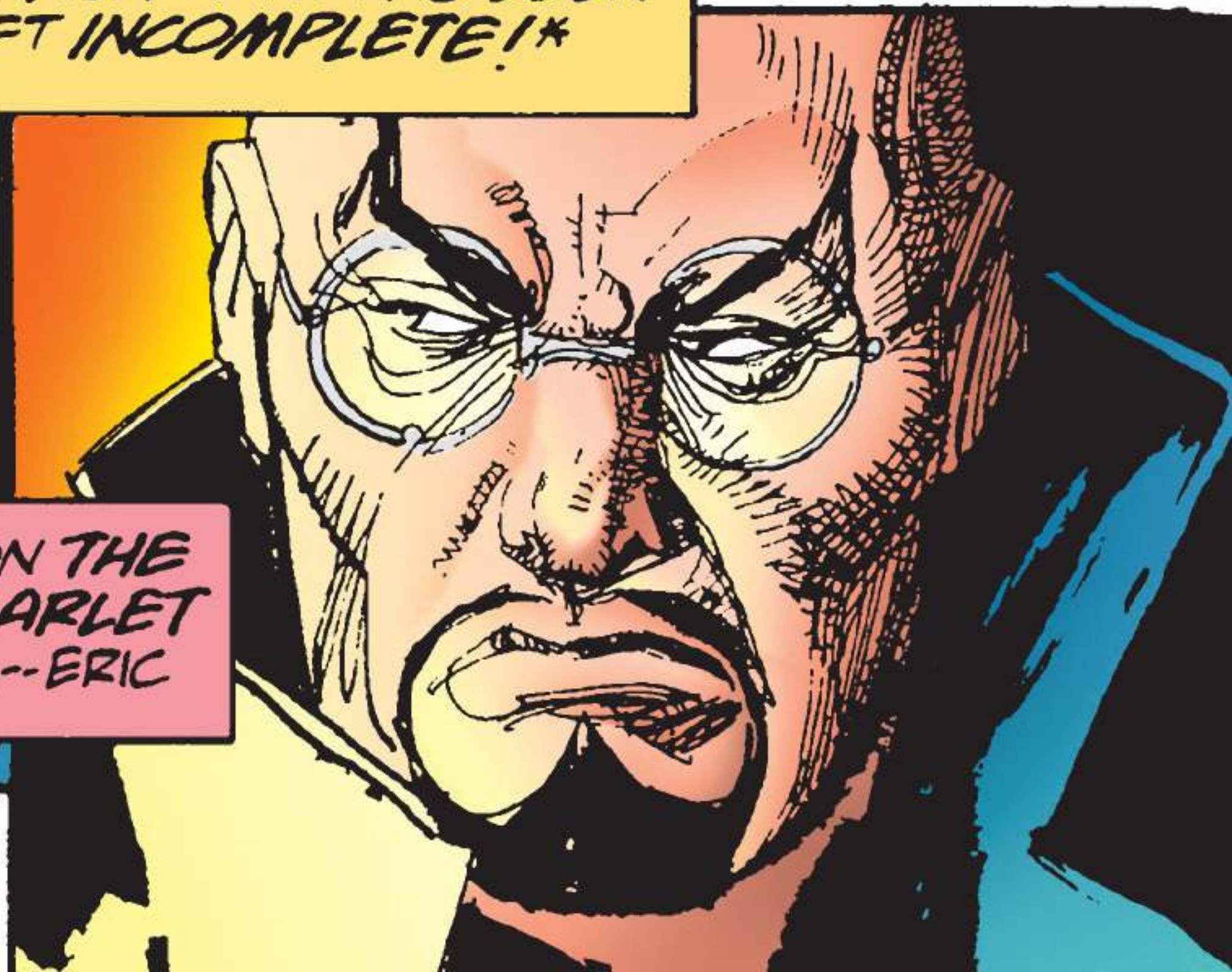
MEANWHILE, DOWN IN THE LOBBY--



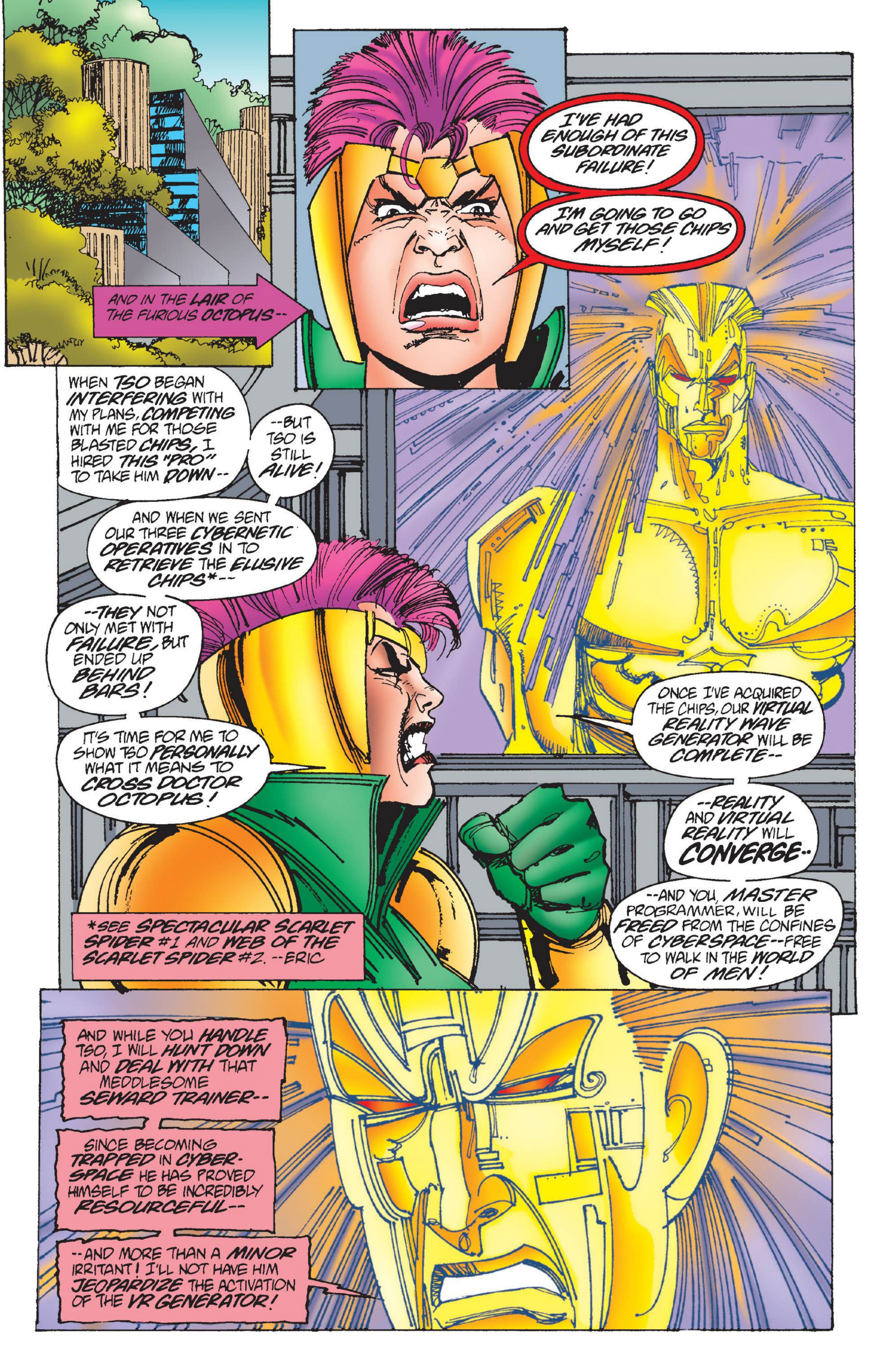
--A FAMILIAR FIGURE NOTES KANNOR'S DEPARTURE--



--AND PREPARES TO FULFILL A CONTRACT THAT HAS BEEN LEFT INCOMPLETE!*



* FOR MORE ON THE PRO SEE SCARLET SPIDER #1.--ERIC



AND IN THE LAIR OF THE FURIOUS OCTOPUS--

I'VE HAD ENOUGH OF THIS SUBORDINATE FAILURE!

I'M GOING TO GO AND GET THOSE CHIPS MYSELF!

WHEN TSO BEGAN INTERFERING WITH MY PLANS, COMPETING WITH ME FOR THOSE BLASTED CHIPS, I HIRED THIS "PRO" TO TAKE HIM DOWN--

--BUT TSO IS STILL ALIVE!

AND WHEN WE SENT OUR THREE CYBERNETIC OPERATIVES IN TO RETRIEVE THE ELUSIVE CHIPS*--

--THEY NOT ONLY MET WITH FAILURE, BUT ENDED UP BEHIND BARS!

IT'S TIME FOR ME TO SHOW TSO PERSONALLY WHAT IT MEANS TO CROSS DOCTOR OCTOPUS!

ONCE I'VE ACQUIRED THE CHIPS, OUR VIRTUAL REALITY WAVE GENERATOR WILL BE COMPLETE--

--REALITY AND VIRTUAL REALITY WILL CONVERGE--

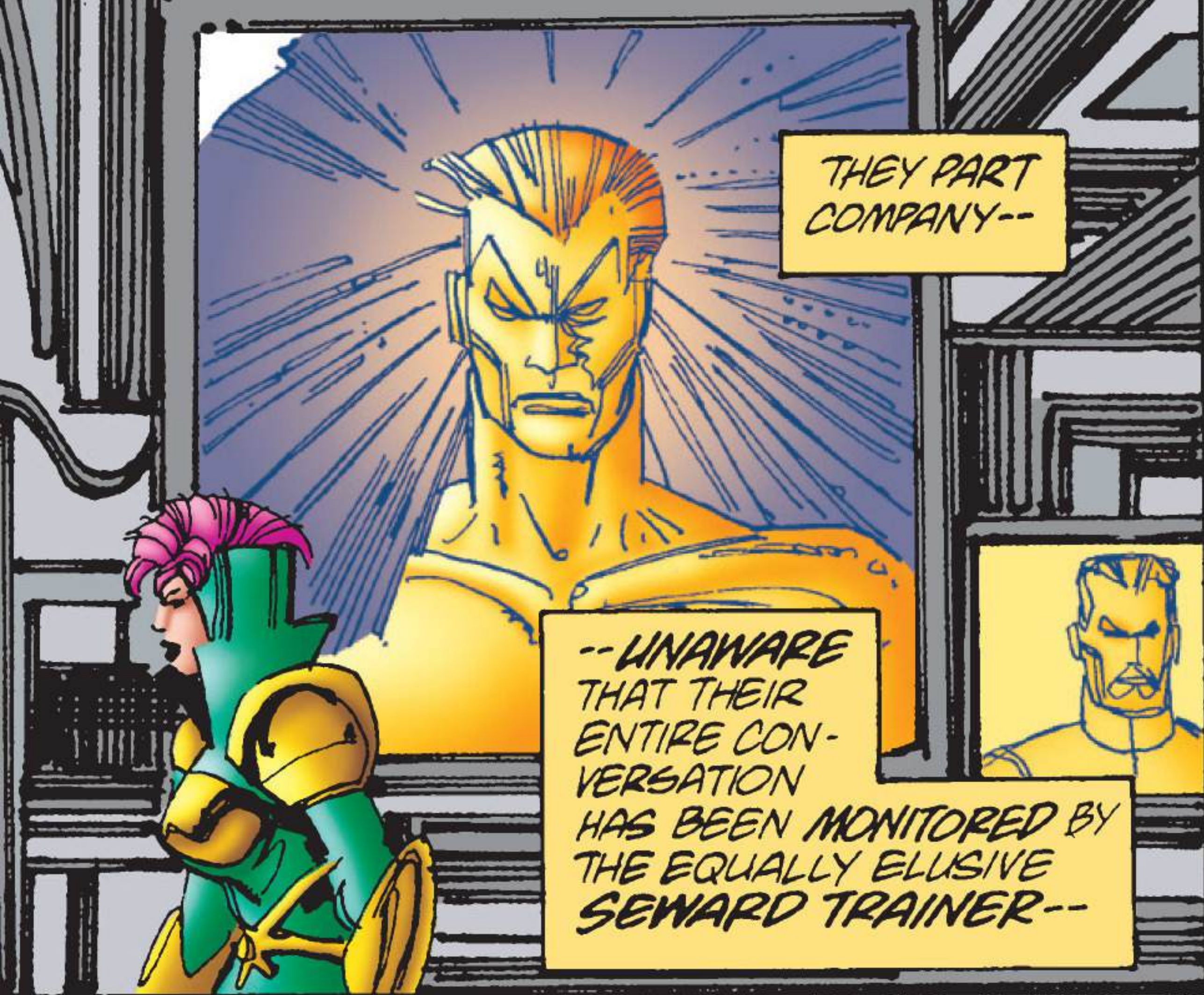
--AND YOU, MASTER PROGRAMMER, WILL BE FREED FROM THE CONFINES OF CYBERSPACE--FREE TO WALK IN THE WORLD OF MEN!

*SEE SPECTACULAR SCARLET SPIDER #1 AND WEB OF THE SCARLET SPIDER #2. --ERIC

AND WHILE YOU HANDLE TSO, I WILL HUNT DOWN AND DEAL WITH THAT MEDDLESOME SEWARD TRAINER--

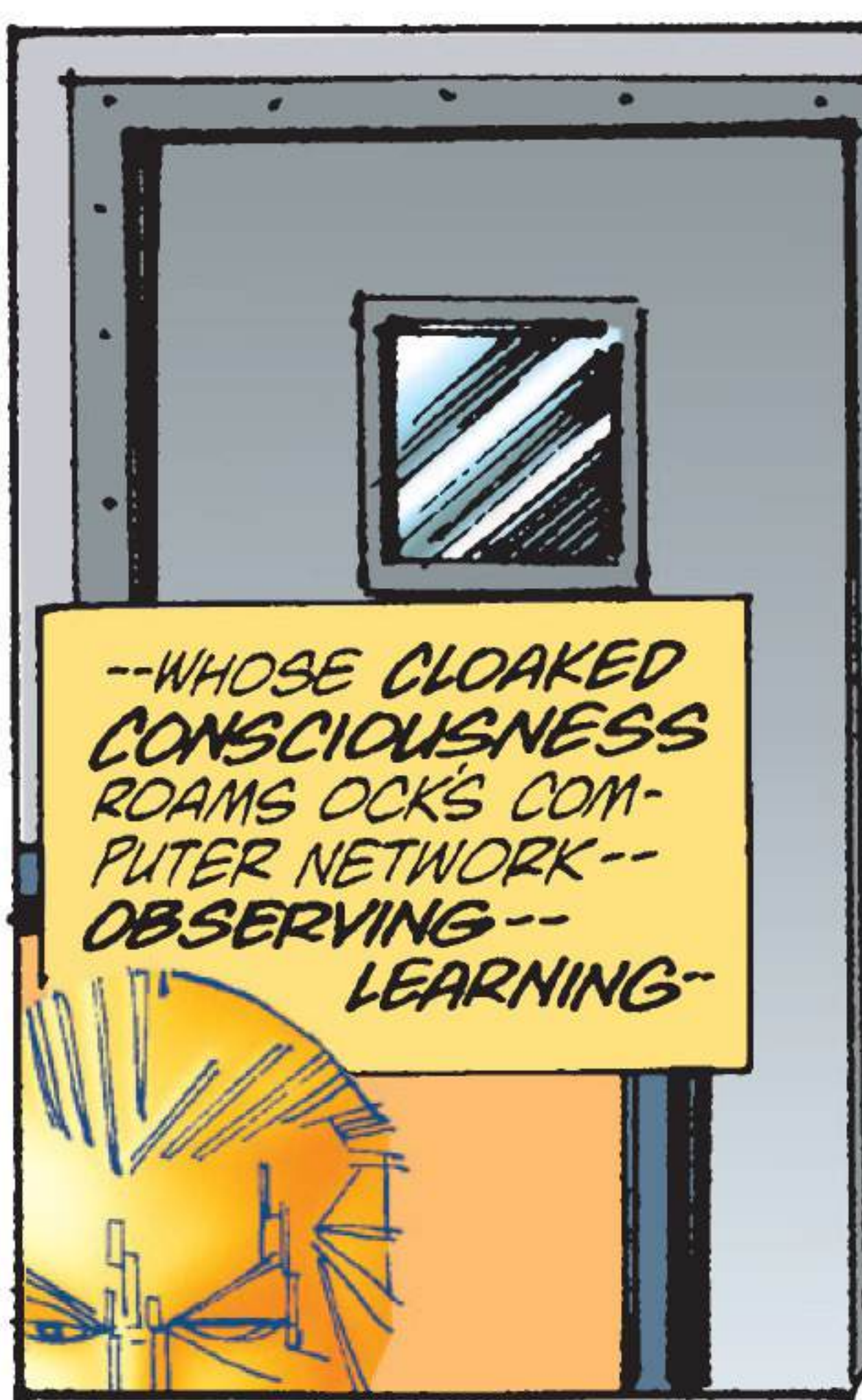
SINCE BECOMING TRAPPED IN CYBERSPACE HE HAS PROVED HIMSELF TO BE INCREDIBLY RESOURCEFUL--

--AND MORE THAN A MINOR IRRITANT! I'LL NOT HAVE HIM JEOPARDIZE THE ACTIVATION OF THE VR GENERATOR!



THEY PART COMPANY--

--UNAWARE THAT THEIR ENTIRE CONVERSATION HAS BEEN MONITORED BY THE EQUALLY ELUSIVE SEWARD TRAINER--



--WHOSE CLOAKED CONSCIOUSNESS ROAMS OCK'S COMPUTER NETWORK-- OBSERVING-- LEARNING--

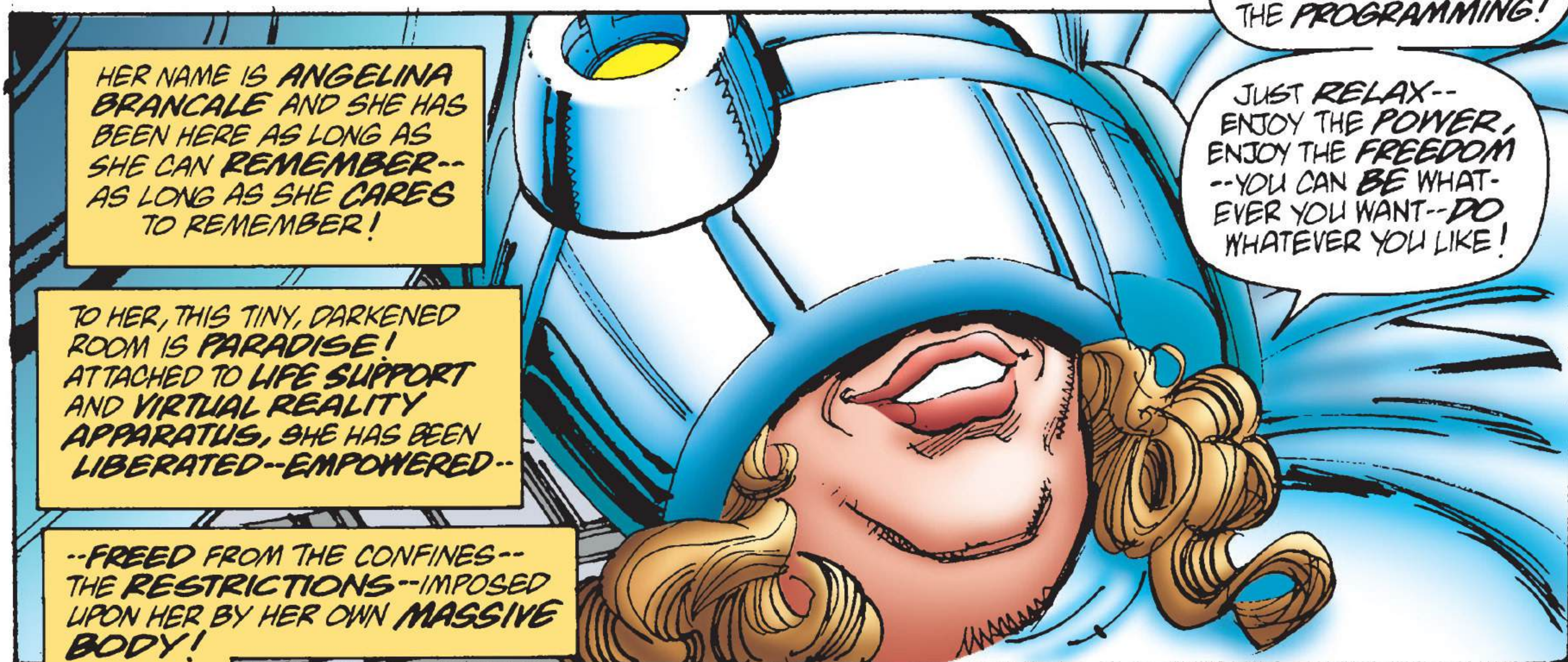


--SEEING ALL...!

UNGH! ARRGH!

YOU'RE NOT DOING IT RIGHT, JOE.

STOP RESISTING --YOU CAN'T FIGHT THE PROGRAMMING!



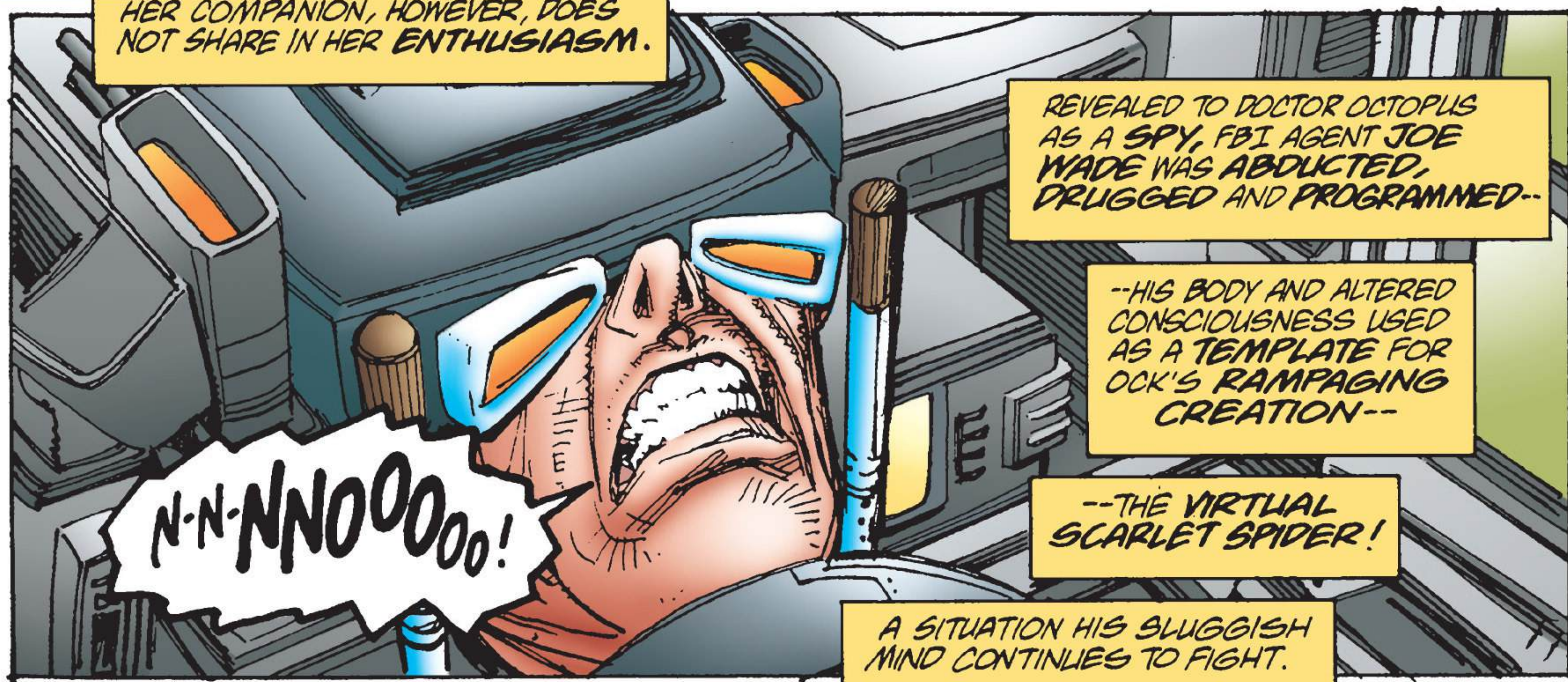
HER NAME IS ANGELINA BRANCALE AND SHE HAS BEEN HERE AS LONG AS SHE CAN REMEMBER-- AS LONG AS SHE CARES TO REMEMBER!

TO HER, THIS TINY, DARKENED ROOM IS PARADISE! ATTACHED TO LIFE SUPPORT AND VIRTUAL REALITY APPARATUS, SHE HAS BEEN LIBERATED--EMPOWERED--

--FREED FROM THE CONFINES-- THE RESTRICTIONS--IMPOSED UPON HER BY HER OWN MASSIVE BODY!

JUST RELAX-- ENJOY THE POWER, ENJOY THE FREEDOM --YOU CAN BE WHATEVER YOU WANT--DO WHATEVER YOU LIKE!

HER COMPANION, HOWEVER, DOES NOT SHARE IN HER ENTHUSIASM.



N-N-NNOOOO!

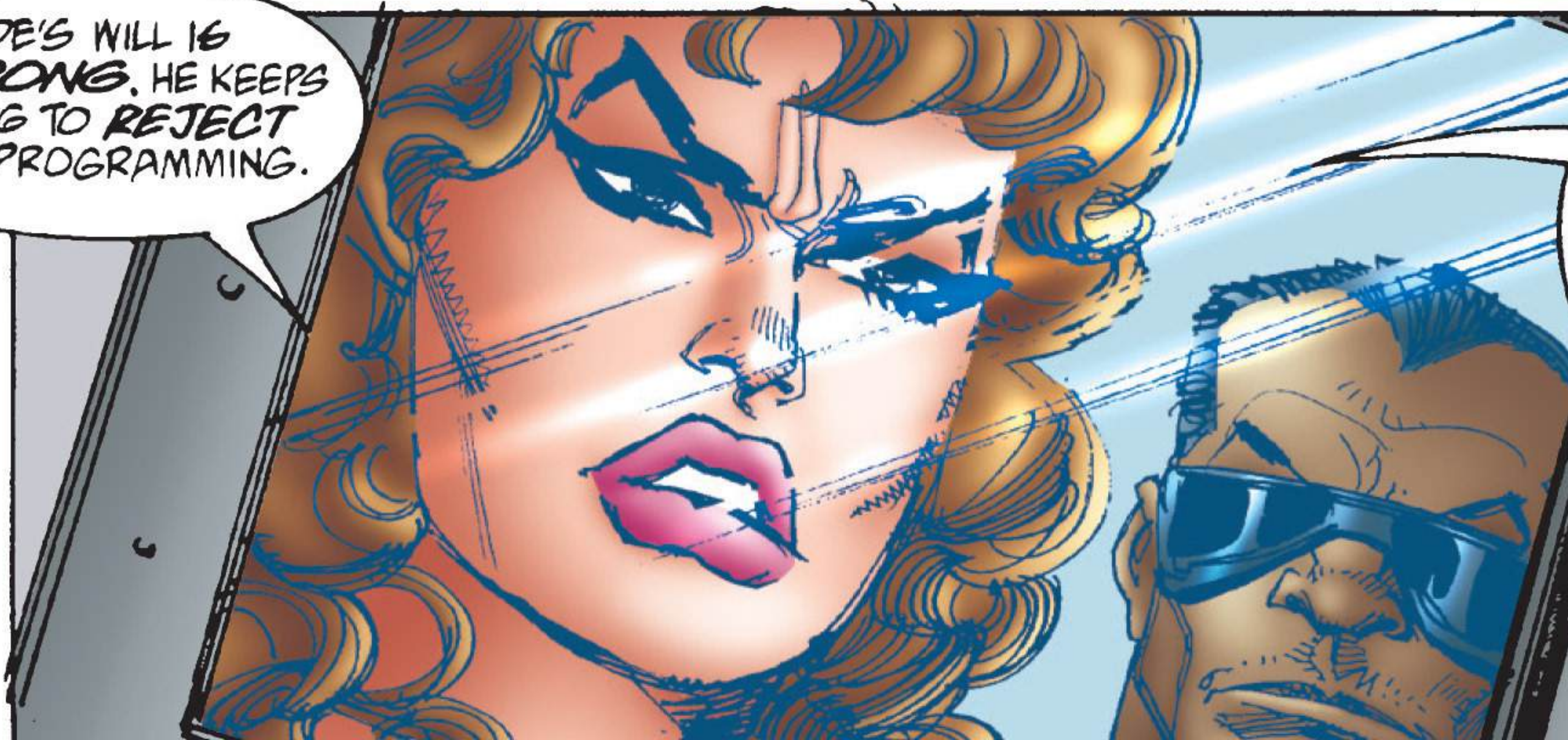
REVEALED TO DOCTOR OCTOPUS AS A SPY, FBI AGENT JOE WADE WAS ABDUCTED, DRUGGED AND PROGRAMMED--

--HIS BODY AND ALTERED CONSCIOUSNESS USED AS A TEMPLATE FOR OCK'S RAMPAGING CREATION--

--THE VIRTUAL SCARLET SPIDER!

A SITUATION HIS SLUGGISH MIND CONTINUES TO FIGHT.

WADE'S WILL IS STRONG. HE KEEPS TRYING TO REJECT THE PROGRAMMING.



ADMINISTER FIVE MORE CC'S OF THORAZINE. THAT SHOULD MAKE HIM A LITTLE MORE... RECEPTIVE.

SOMETIME LATER...

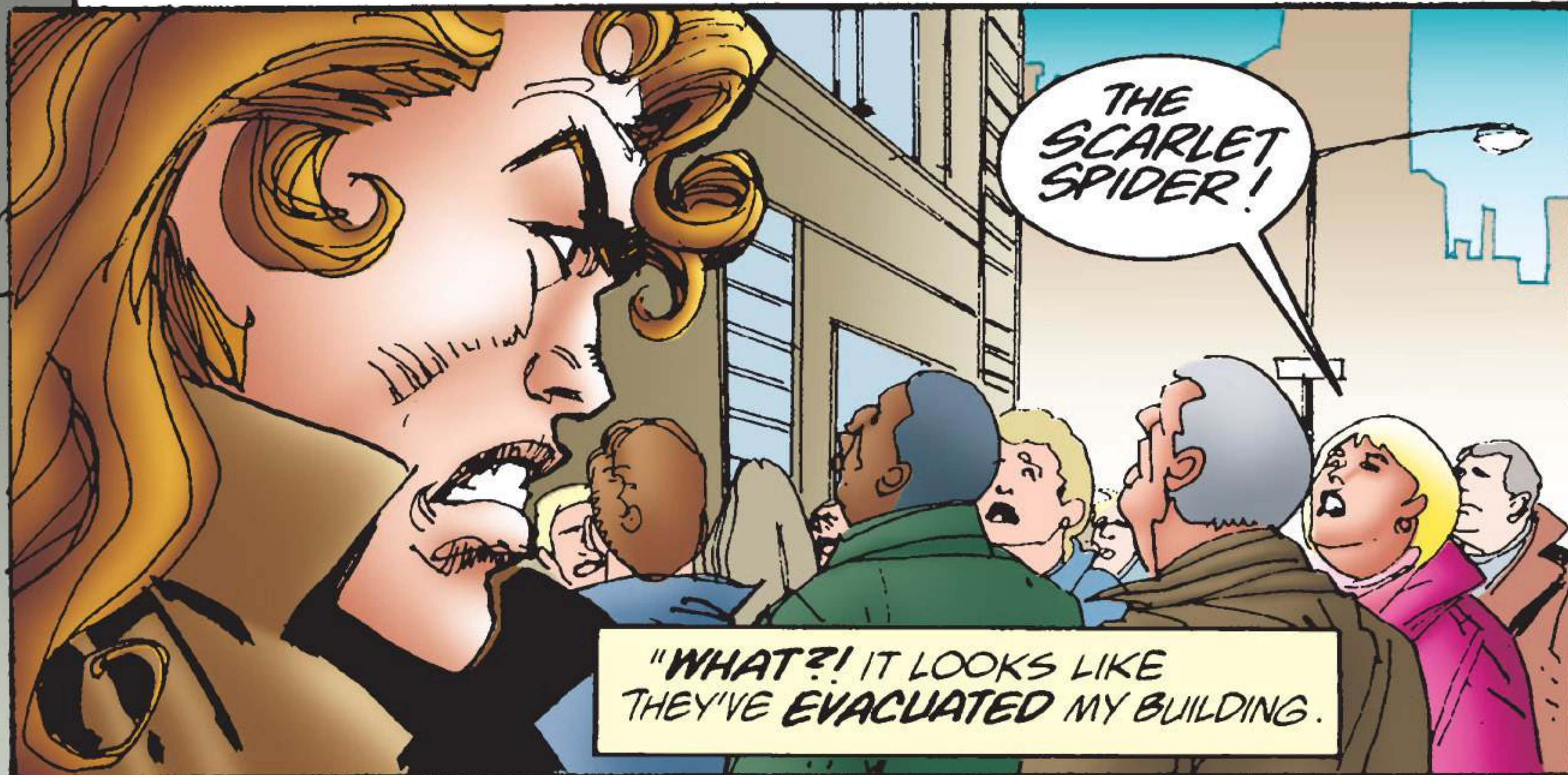
"EVEN THOUGH I'M **ALREADY** LATE TO WORK, I'VE GOTTA STOP HOME AND GRAB SOME CLOTHES--



"OF COURSE, I WOULD'VE GOTTEN HERE A LOT QUICKER IF I HADN'T HAD TO TAKE THE BUS!

"BUT NO WAY WAS I GOING TO SWING ANYWHERE VIA THE GREYWEB EXPRESS!

"WITH ALL THE DAMAGE DOC OCK'S DUPLICATE OF ME HAS DONE, IT'D BE INSANE TO GO ANYWHERE AS--



THE SCARLET SPIDER!

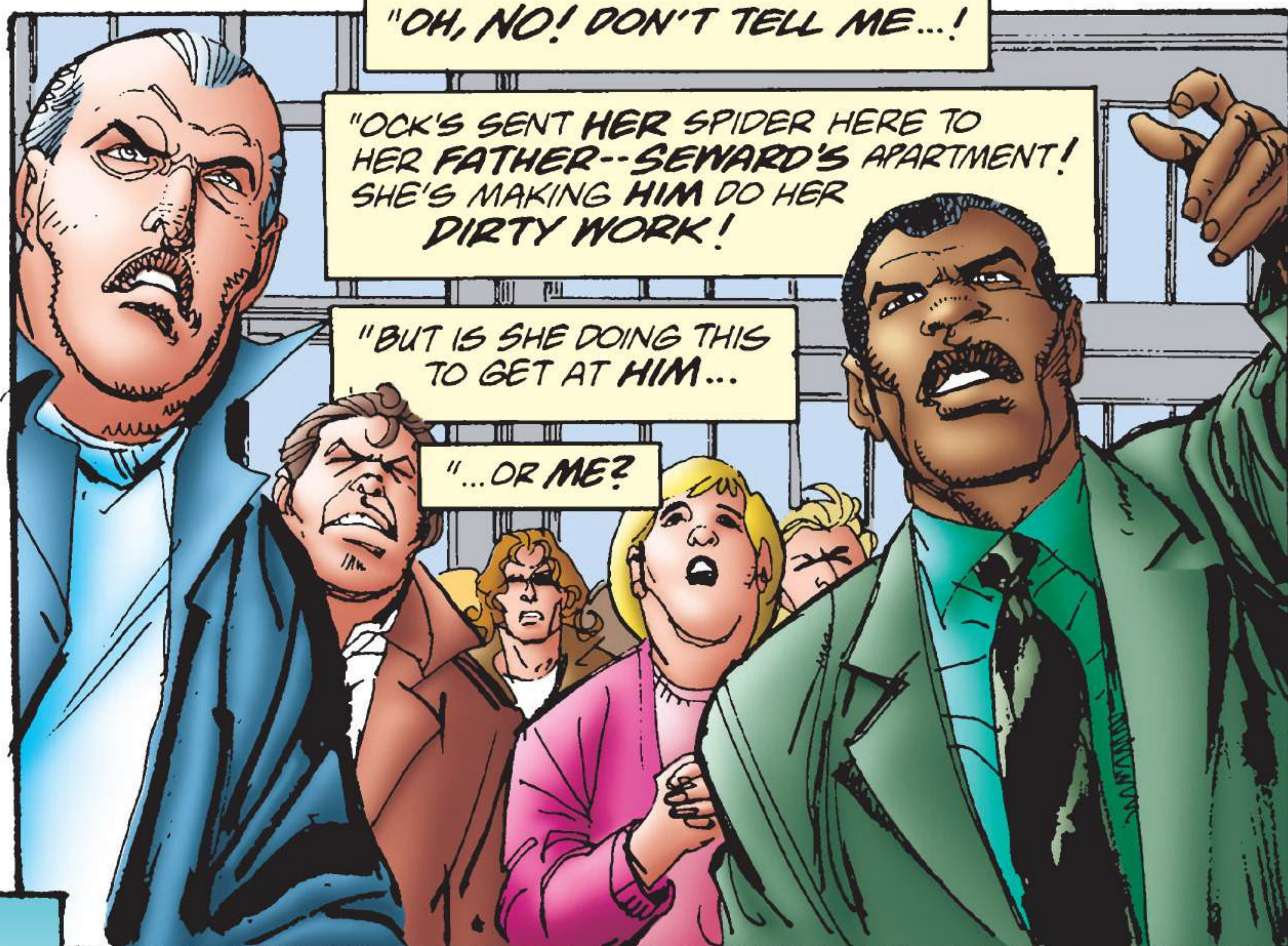
"WHAT?! IT LOOKS LIKE THEY'VE EVACUATED MY BUILDING.

"OH, NO! DON'T TELL ME...!"

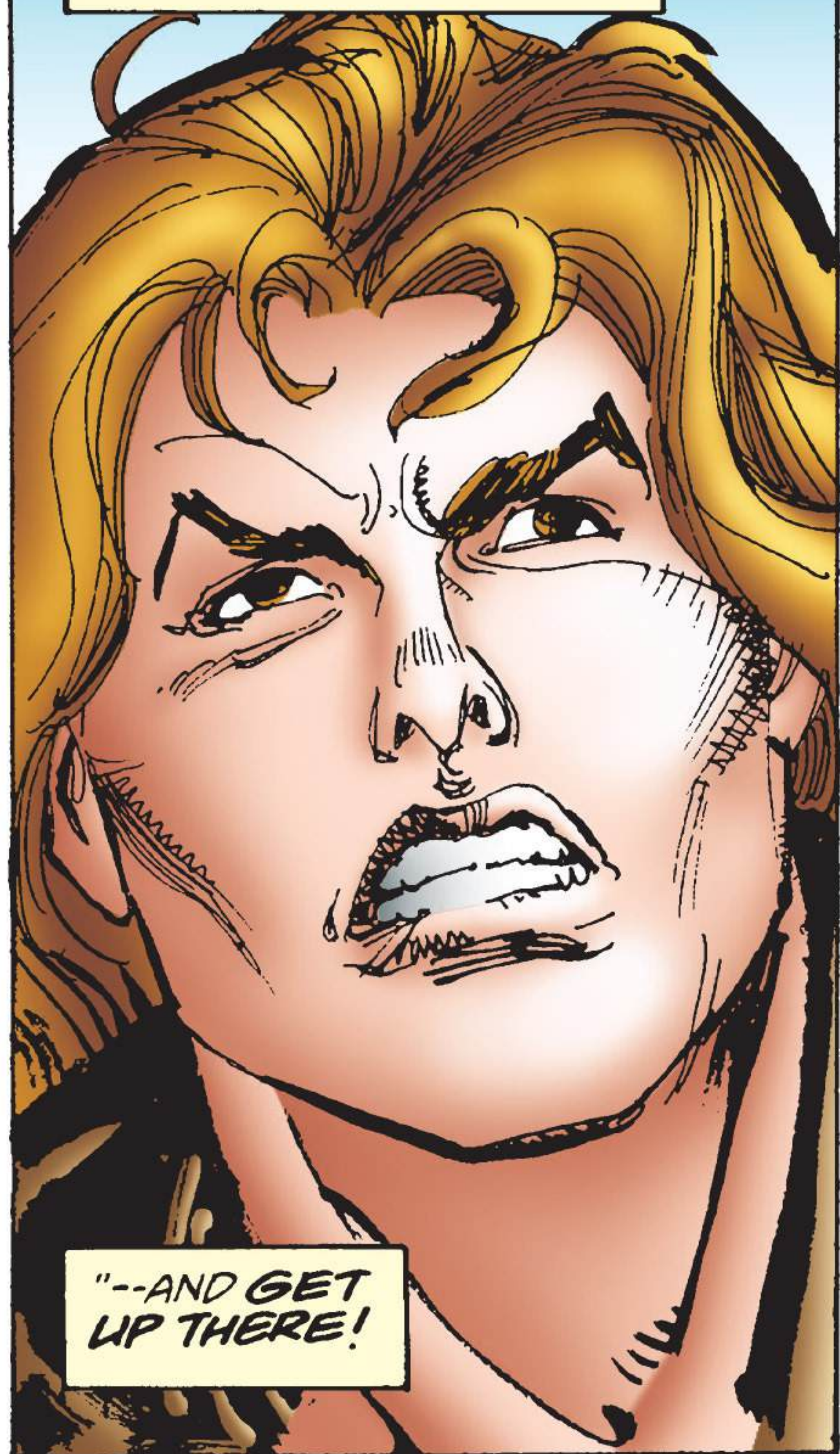
"OCK'S SENT HER SPIDER HERE TO HER FATHER-- SEWARD'S APARTMENT! SHE'S MAKING HIM DO HER DIRTY WORK!

"BUT IS SHE DOING THIS TO GET AT HIM...

"...OR ME?"



"I HAVE TO CHANGE --



"--AND GET UP THERE!



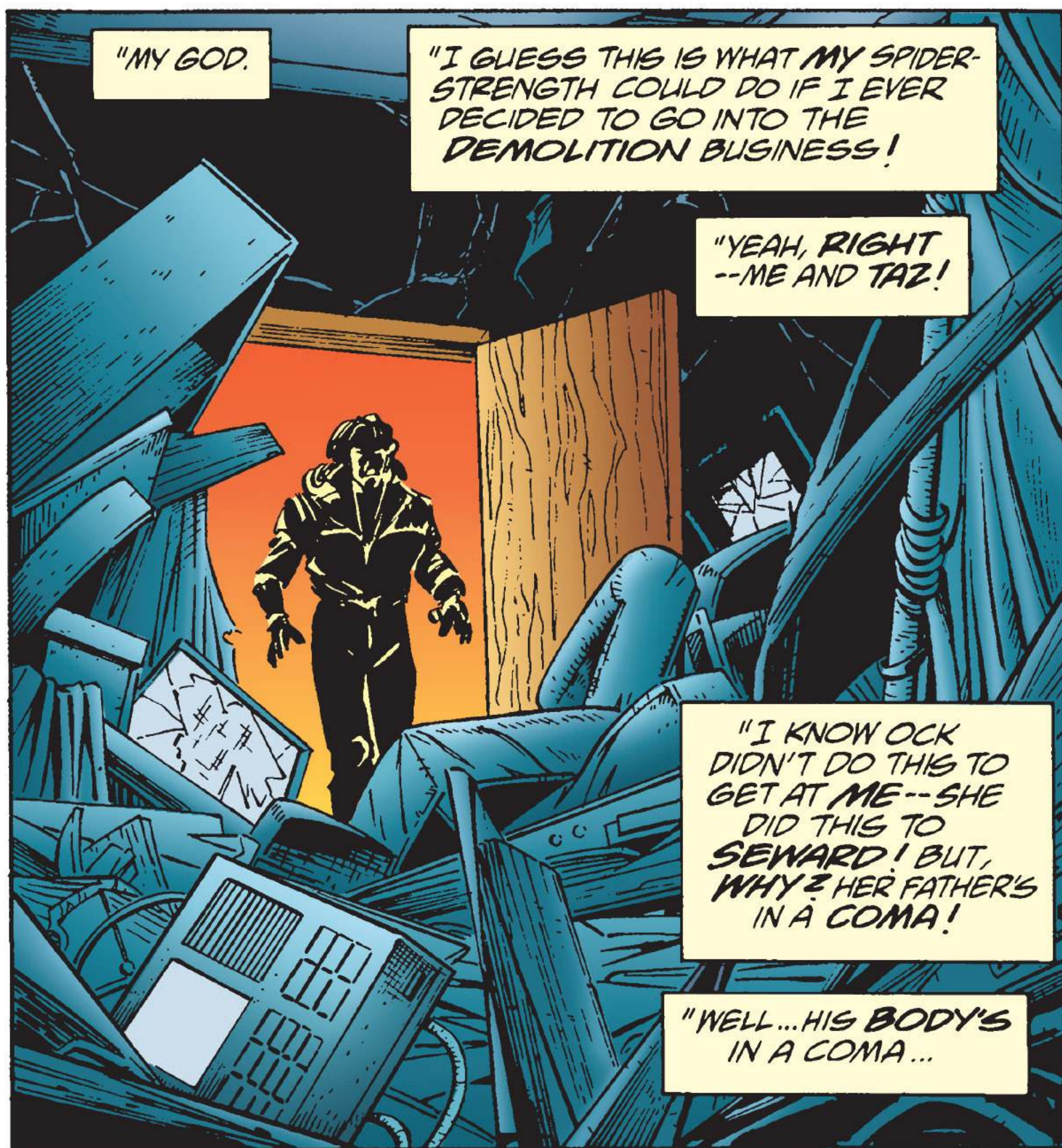
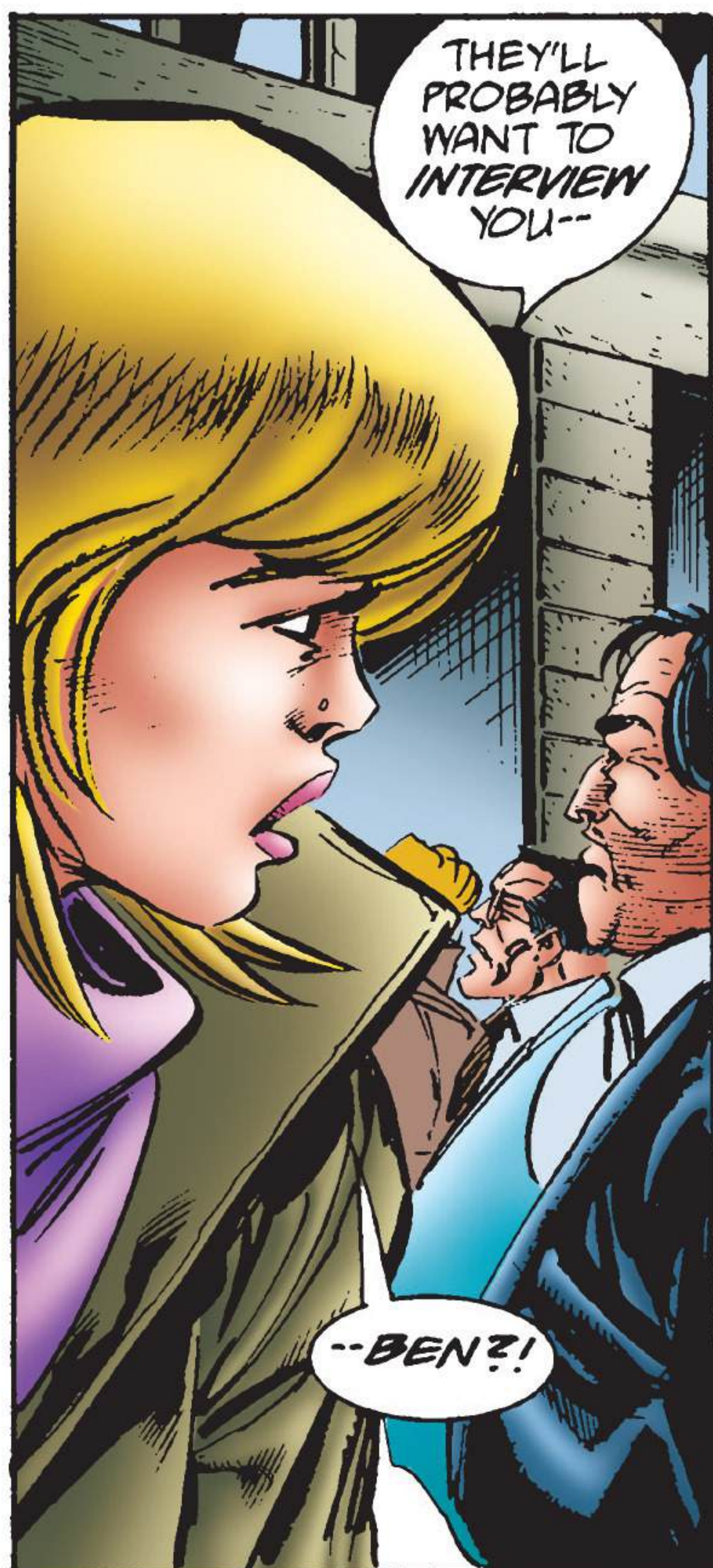
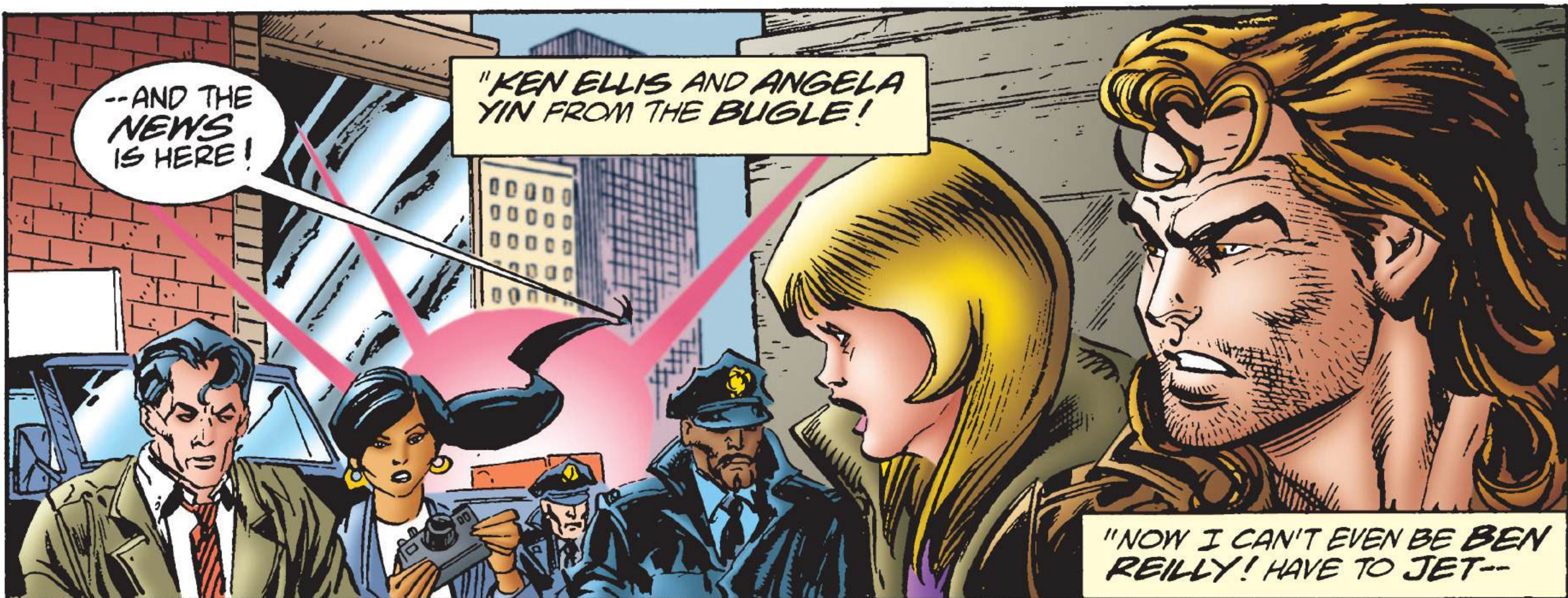
BEN!

CARRIE...!

IT'S ANWFUL! THEY GOT US OUT JUST IN TIME! IT'S THE SCARLET SPIDER--HE'S DESTROYING THE BUILDING!! I--

--I THINK YOUR PLACE GOT TRASHED!

THE SWAT GUYS ARE ON THEIR WAY--



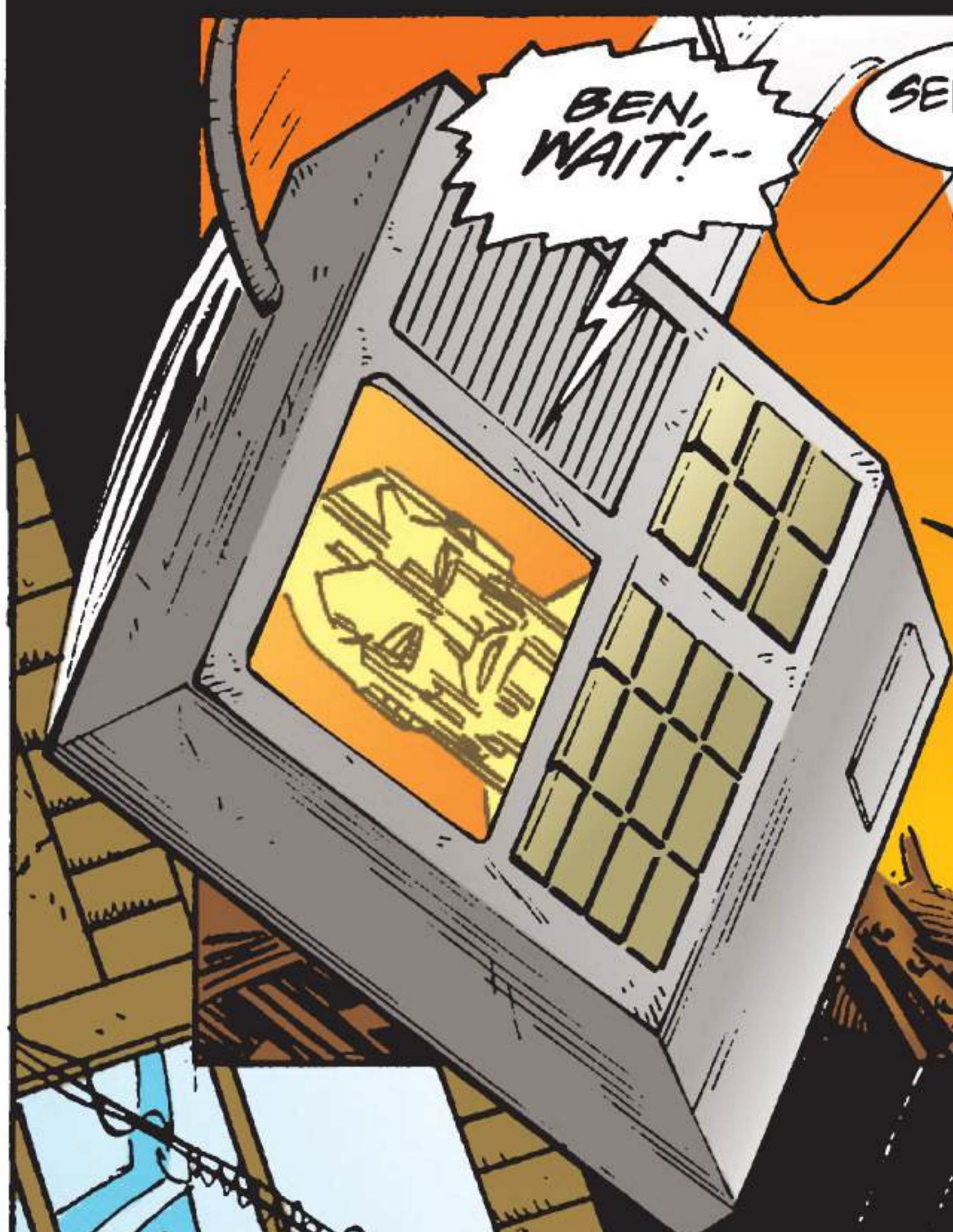


"WHAT ELSE
COULD GO
WRONG...?!"

--MESSAGE,
REILLY--TRY
**THIS--YOU'RE
FIRED!**
IF YOU CAN'T
GET YOUR--



"DISCO!"



BEN,
WAIT!--

SEWARD...?!



IN INFILTRATING
CAROLYN'S COMPUTER
SYSTEM, I'VE DISCOVERED
HER **ULTIMATE PLAN!**

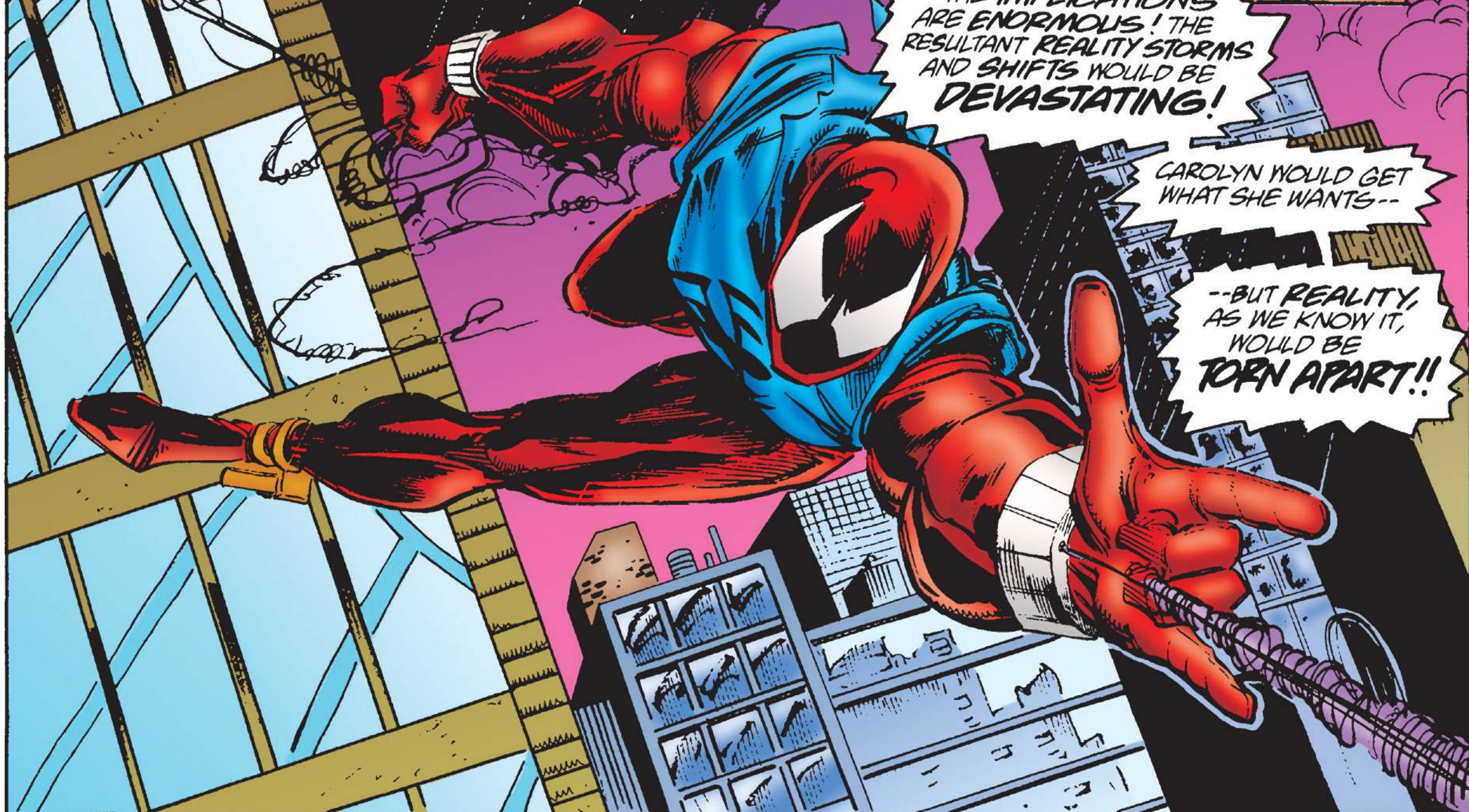
SHE IS ABOUT TO ACTIVATE
A DEVICE THAT WILL ALLOW
**REALITY AND CYBER-
SPACE TO MERGE!** I
DON'T HAVE TO TELL YOU, BEN--



--THE IMPLICATIONS
ARE **ENORMOUS!** THE
RESULTANT REALITY STORMS
AND SHIFTS WOULD BE
DEVASTATING!

CAROLYN WOULD GET
WHAT SHE WANTS--

--BUT **REALITY,**
AS WE KNOW IT,
WOULD BE
TORN APART!!



MEANWHILE...

WE GO NOWHERE
WITHOUT THOSE
INDUCTORS!

I DON'T CARE WHAT WE HAVE TO DO--
WHO WE HAVE TO GO THROUGH--

--I MUST HAVE
THOSE CHIPS!

I CAN'T TELL
YOU HOW MUCH
I ADMIRE
THAT SORT OF
DETERMINATION,
DOCTOR--

--UNFORTUNATELY,
THE INDUCTORS ARE
..."OTHERWISE
OCCUPIED!"
ALLOWING ME TO
MANIPULATE MY
CYBER-SLAYERS!--

SMYTHE!

--ENABLING ME,
THROUGH THIS
HELMET, TO
CONTROL ALL
OF THE SLAYERS--

--SIMULTANEOUSLY!

AT THE MOMENT,
THEY'RE MAKING
ROADKILL OUT
OF YOUR LITTLE
"OCTO-PUNKS!"
--BUT THAT'S NOT
ALL OF THEM...

--IF YOU'D BE SO
KIND AS TO TURN
AROUND, YOU'LL
SEE THAT I'VE
RESERVED AN
EXTRA SLAYER--
WITH YOUR
NAME ON IT!

PERHAPS
ANOTHER
DAY,
SMYTHE--

--BUT NOT
TODAY!

SHRINK

I DISCONNECTED THE
RELAYS BETWEEN THE SLAYERS
AND YOUR HELMET! YOU HAVE
NO CONTROL OVER THEM!
YOU ARE **POWERLESS!!**

I'VE COMMANDEERED
THIS ONE--AND ONCE YOU'VE
BEEN DEFEATED BY
DOCTOR OCTOPUS--

--THE SLAYERS
WILL BE ALL
MINE!!

DON'T LOOK SO SURPRISED,
SMYTHE! ONCE I'D APPRO-
PRIATED THE INDUCTORS
FOR YOU, I REALIZED I WAS
NO LONGER NECESSARY
TO YOUR PLANS--

--IT WOULD ONLY
BE A MATTER OF
TIME BEFORE
YOU GOT RID
OF ME--

TSO!--

--HOW?!

HELLO,
TSO--

WHA--



THE
JOB ISN'T
OVER--

--UNTIL THE
CONTRACT
IS FULFILLED.



CHUFF



TSO WAS
WRONG,
DOCTOR--I
AM FAR
FROM
POWER-
LESS!

WITH MY
ALTERED PHYSIQUE,
I AM MORE THAN
A MATCH FOR
YOU!



TSO WAS
WRONG, SMYTHE!
I DON'T CARE
ABOUT
DEFEATING
YOU!--

ALL I
WANT--

CHUFF

--IS THAT
VISOR!

UNGH!

AND WITH THAT, HER
TENTACLES COME
ALIVE--



--AS RELAYS AND
ADAPTERS EXTEND
FROM HER MECHANICAL
LIMBS, TAPPING INTO
SMYTHE'S MASTER-
VISOR, ACCESSING
THE INDUCTOR CHIPS--

--LINKING IT TO
THE RECEIVER
SHE WEARS ON
HER HIP--
ACTIVATING THE
VR WAVE
GENERATOR
BACK AT HER LAB!

SHE SMILES AS
THE AIR BEGINS
TO SHIMMER
AROUND HER--

--AS SHE BECOMES THE CONDUIT
BETWEEN TWO REALMS--THE LIVING
NEXUS FOR THE INCREDIBLE
CONVERGENCE--

--AS REALITY AND
CYBERSPACE MERGE--

--AND REALITY
AND UNREALITY
BECOME
ONE!!

SHE WAITS FOR THE
ENERGIES TO BUILD
--FOR THE TIME TO
BE RIGHT--

"YEOW! SPIDER-
SENSE
LIKE THE FOURTH
OF JULY...!"

"I MUST BE TOO
LATE!--THE REALITY
STORM IS STARTING!"

NOW, MY
DARLING--
COME TO
ME--!



THE AIR CRACKLES AND WHIRLS AND FREEZES...

...AS THE MASTER PROGRAMMER-- A BEING COMPRISED OF NOTHING MORE THAN DIGITIZED INFORMATION--

..TAKES FORM!

CAROLYN!

HE STEPS MAJESTICALLY FROM THE NOTHINGNESS-- HIS BODY RADIANT WITH THE GLOW OF NEW LIFE--

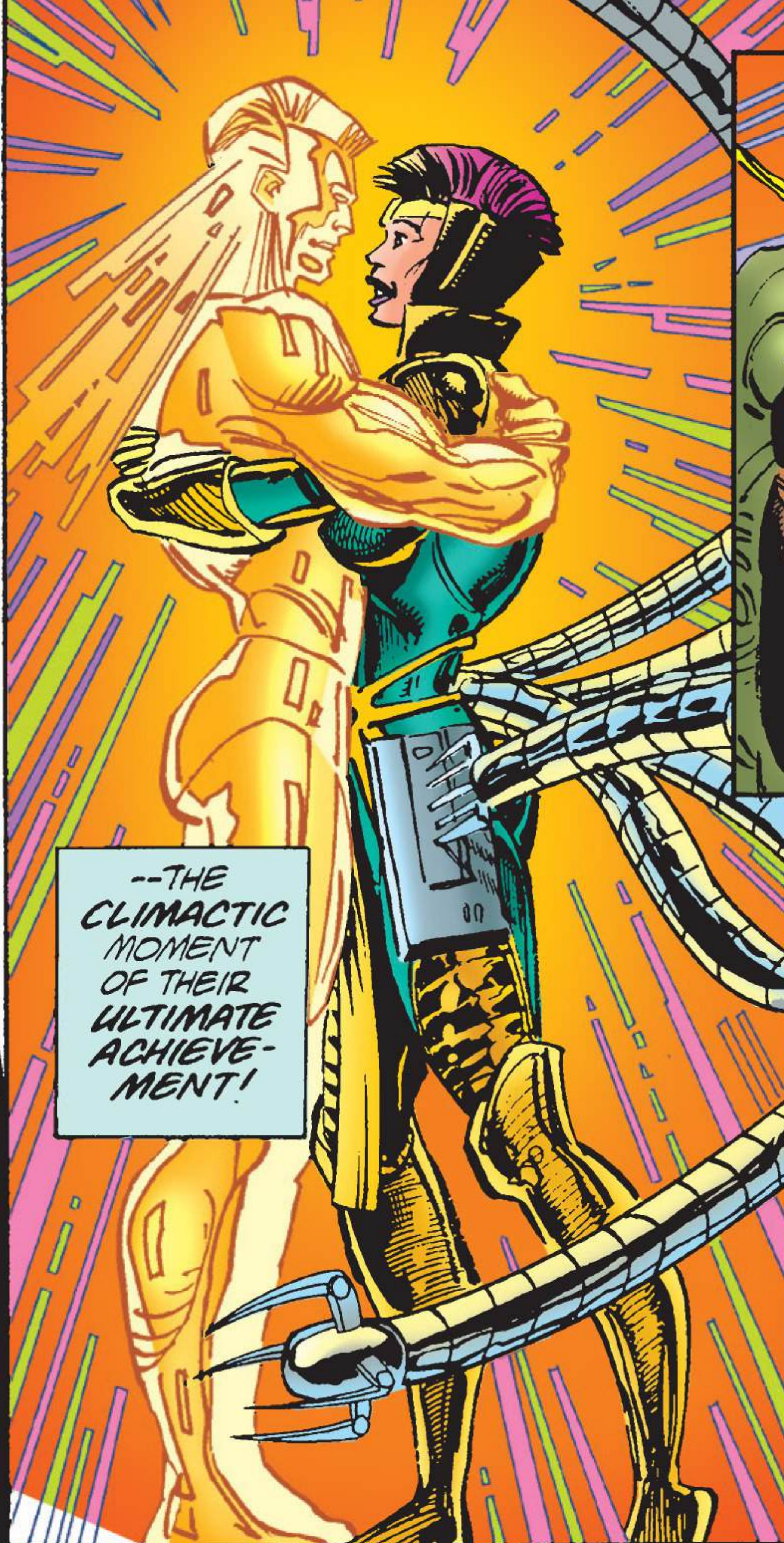
INTOXICATED WITH THE GLORY OF HIS PHYSICALNESS-- HE MOVES--

MY LOVE!

--TO TOUCH HER--TO HOLD HER--FEEL HER--

--TO SHARE WITH HER THIS, THE CONSUMMATION OF ALL THEIR WORK--





--THE CLIMACTIC MOMENT OF THEIR ULTIMATE ACHIEVEMENT!

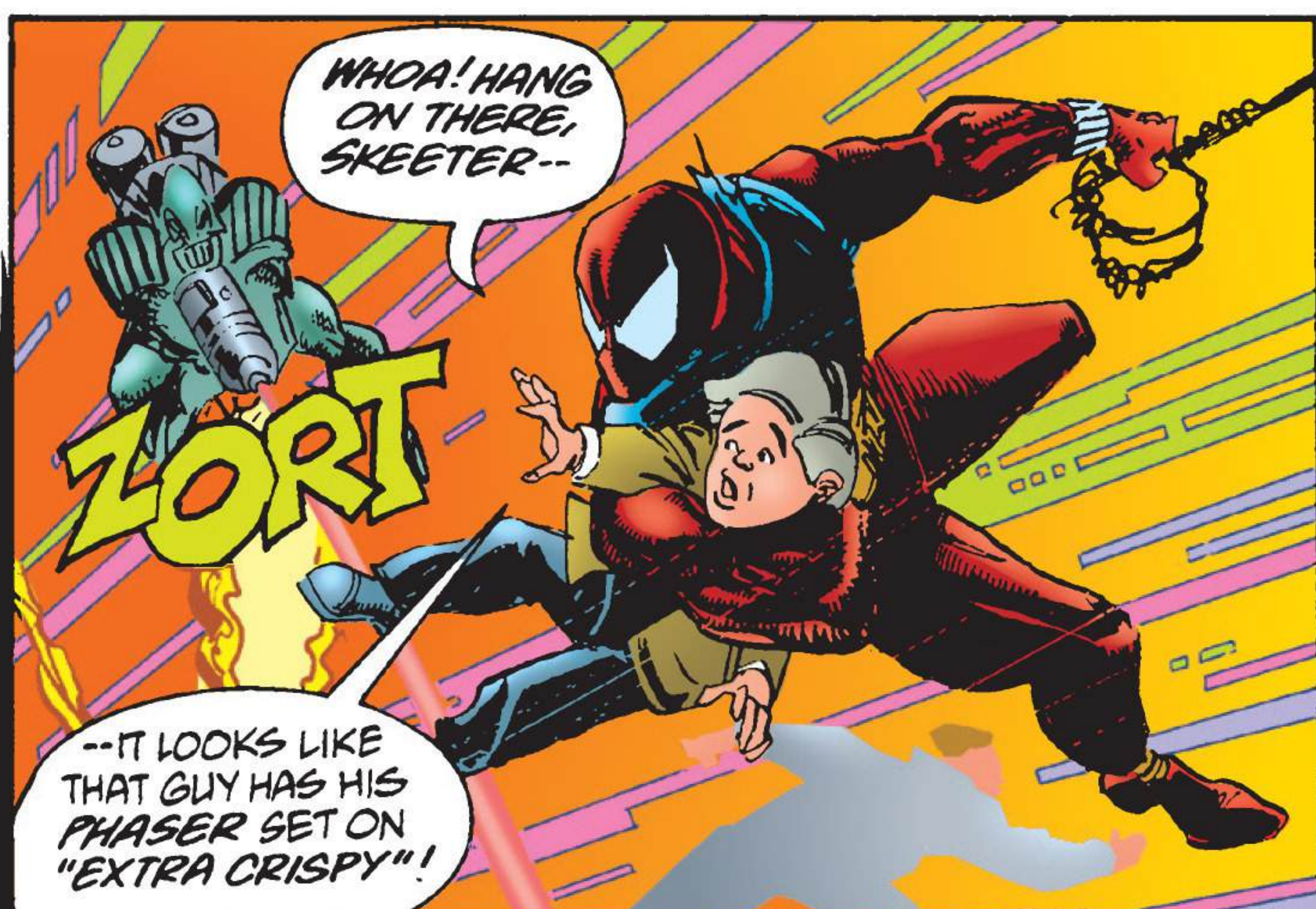


MEANWHILE, IN STUNNING CONTRAST--

--REALITY HAS GONE AWRY!

AAAAHHH!

HELP!
HELP!



WHOA! HANG ON THERE, SKEETER--

ZORT

--IT LOOKS LIKE THAT GUY HAS HIS PHASER SET ON "EXTRA CRISPY"!

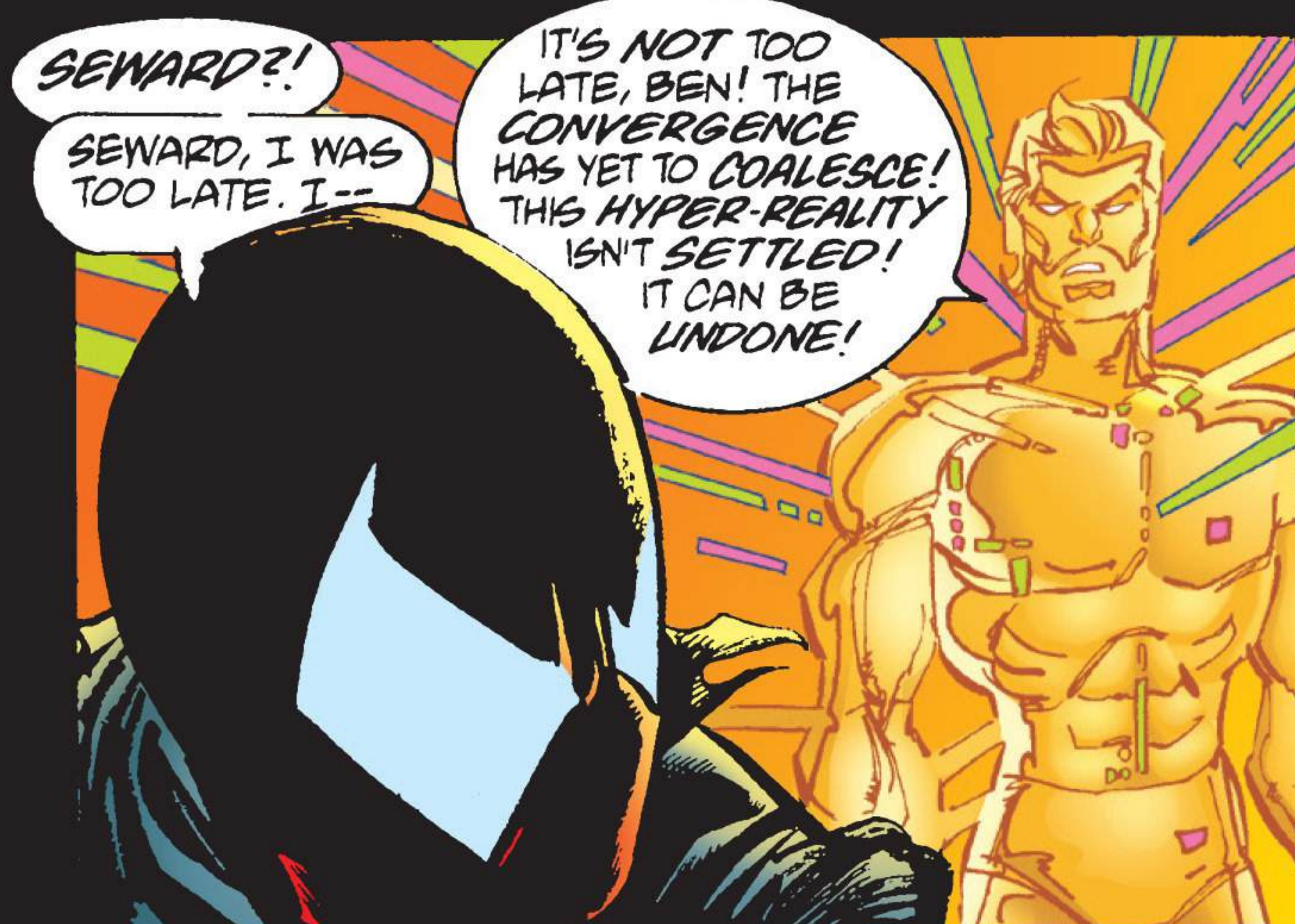


OH, THANK YOU! I DON'T KNOW WHAT'S GOING ON--

--BUT THANK YOU!

MOMMY! I WAS WITH SPIDER-MAN...!

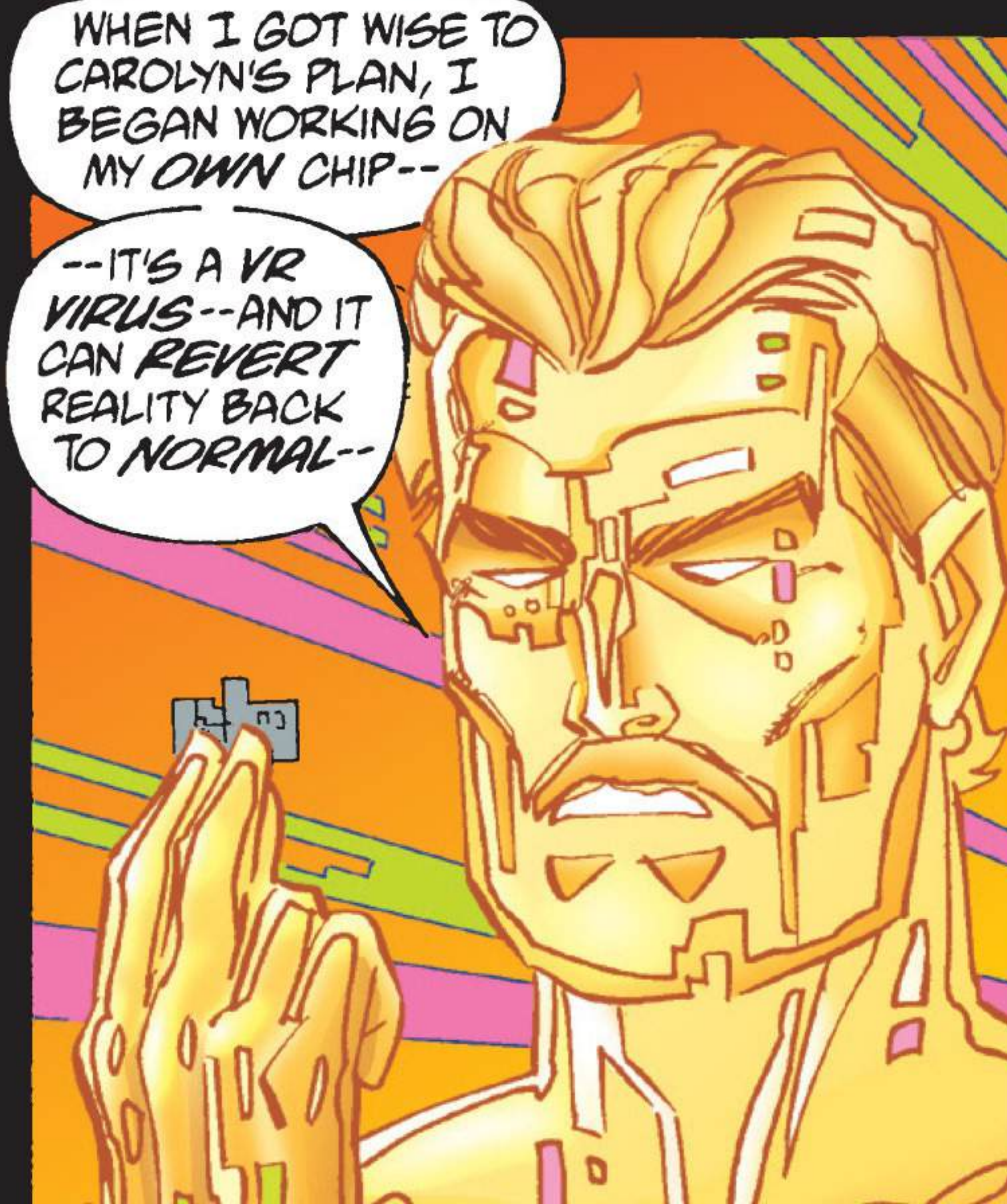
BEN...!



SEWARD?!

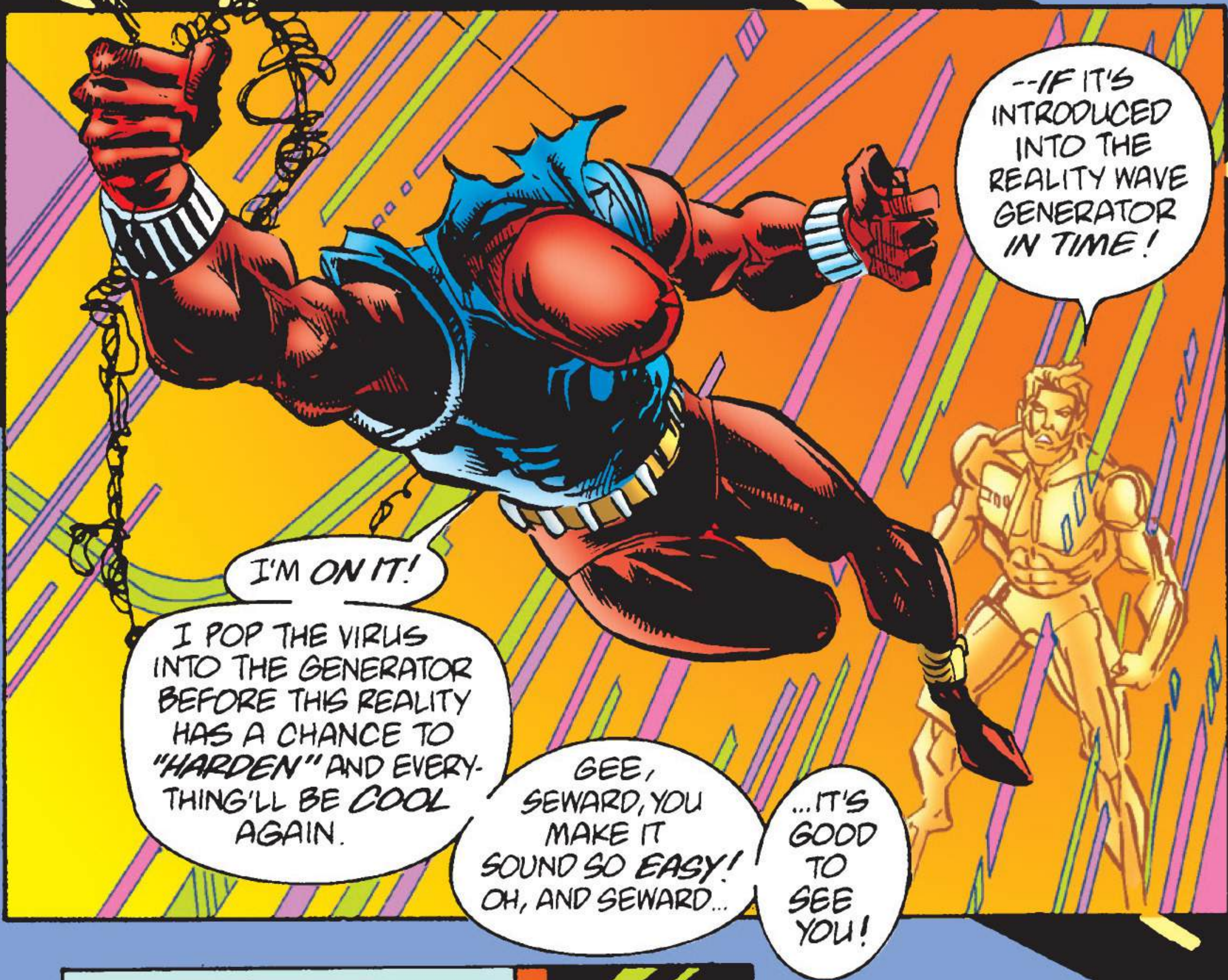
SEWARD, I WAS TOO LATE. I--

IT'S NOT TOO LATE, BEN! THE CONVERGENCE HAS YET TO COALESCE! THIS HYPER-REALITY ISN'T SETTLED! IT CAN BE UNDONE!



WHEN I GOT WISE TO CAROLYN'S PLAN, I BEGAN WORKING ON MY OWN CHIP--

--IT'S A VR VIRUS--AND IT CAN REVERT REALITY BACK TO NORMAL--



--IF IT'S INTRODUCED INTO THE REALITY WAVE GENERATOR IN TIME!

I'M ON IT!

I POP THE VIRUS INTO THE GENERATOR BEFORE THIS REALITY HAS A CHANCE TO "HARDEN" AND EVERYTHING'LL BE COOL AGAIN.

GEE, SEWARD, YOU MAKE IT SOUND SO EASY! OH, AND SEWARD...

...IT'S GOOD TO SEE YOU!



JUST GO!--I DON'T KNOW HOW LONG YOU HAVE--

--BUT IF YOU DON'T GET TO THE GENERATOR IN TIME--



"--OUR NEW REALITY WILL BE NOTHING SHORT OF DISASTROUS!"

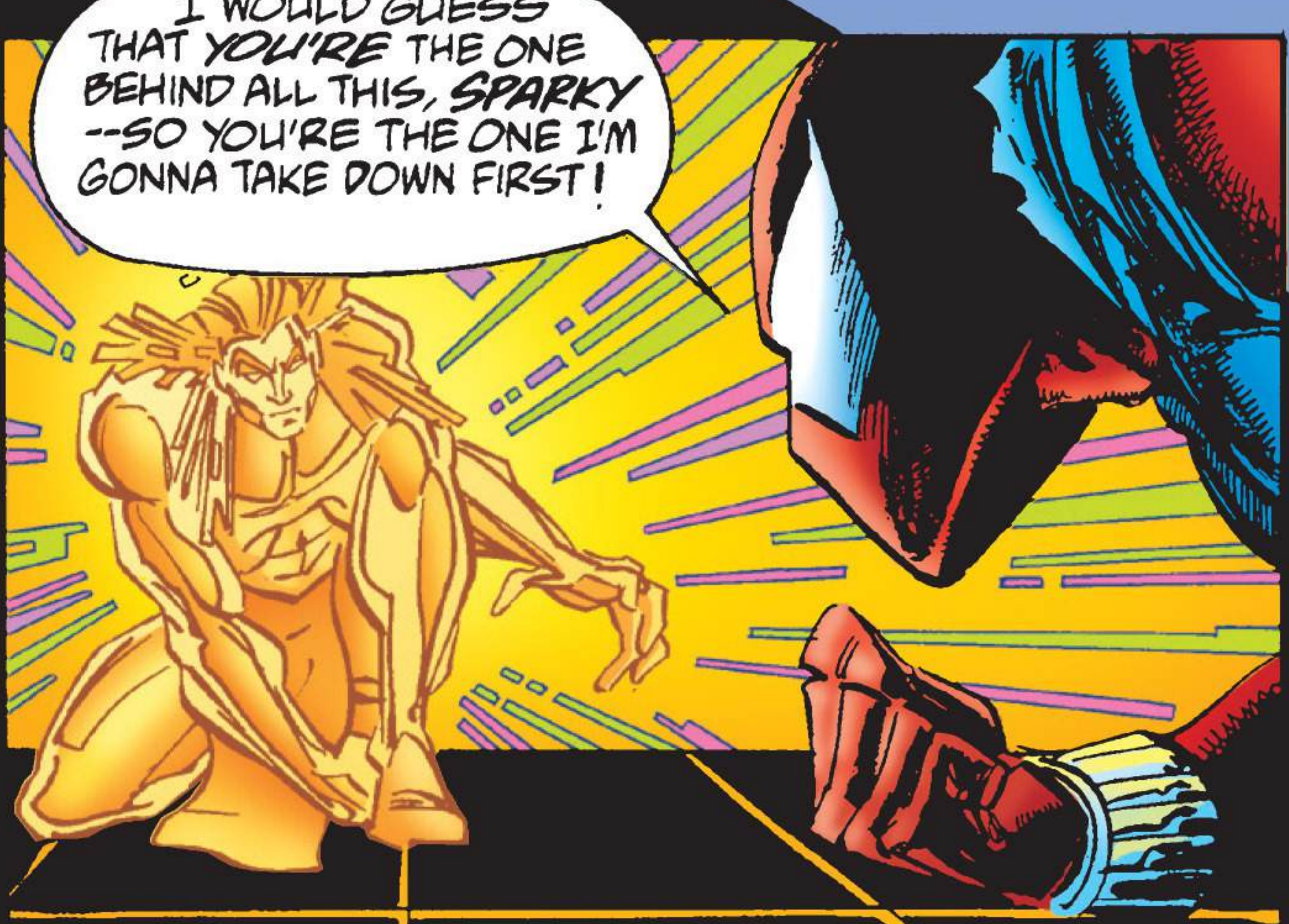
MY DEAR, I CAN'T TELL YOU WHAT THIS MOMENT MEANS TO ME-- YOU'VE MADE ALL OF MY DREAMS COME TRUE!

LRT!



OH, PUH-LEEZE!

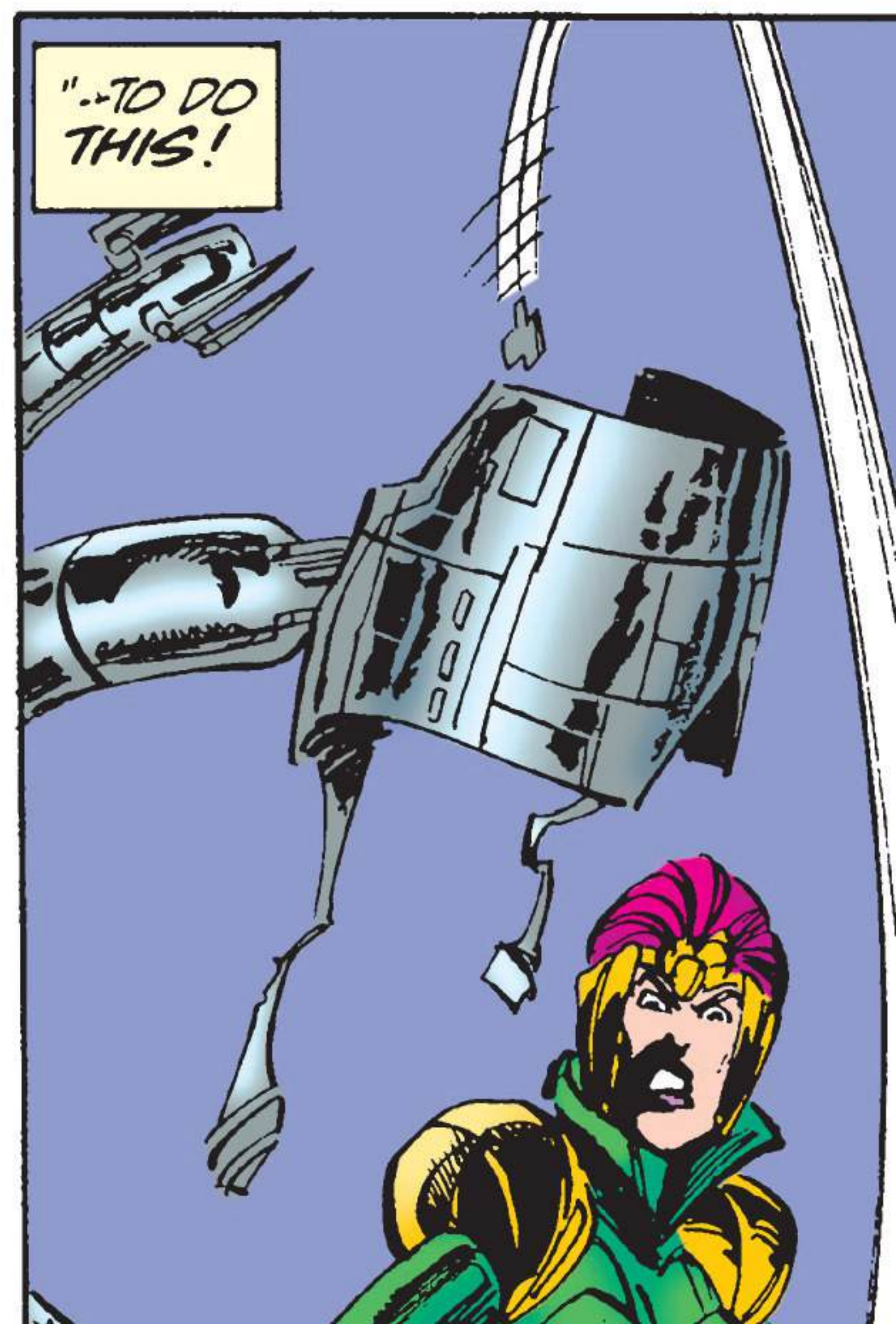
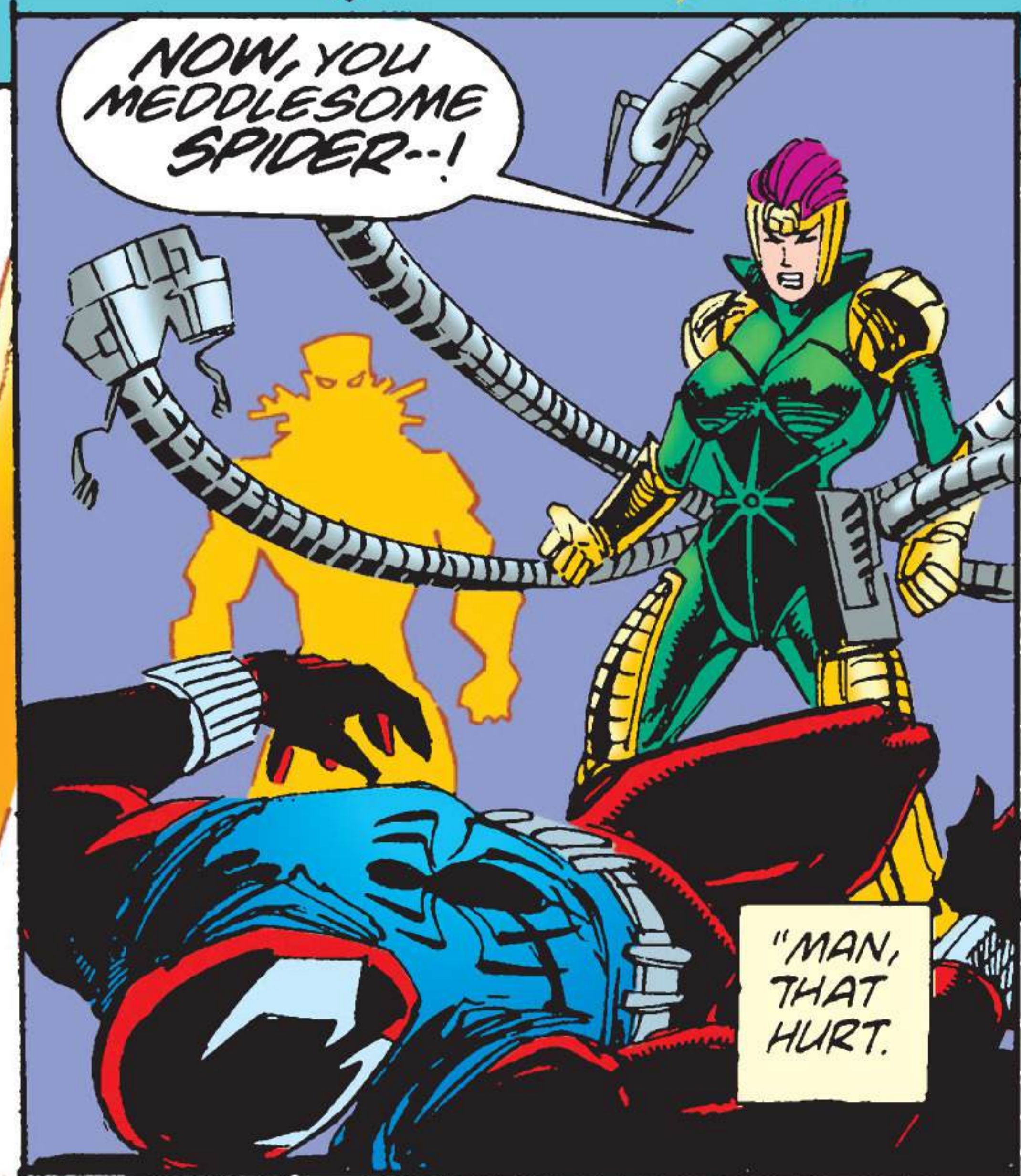
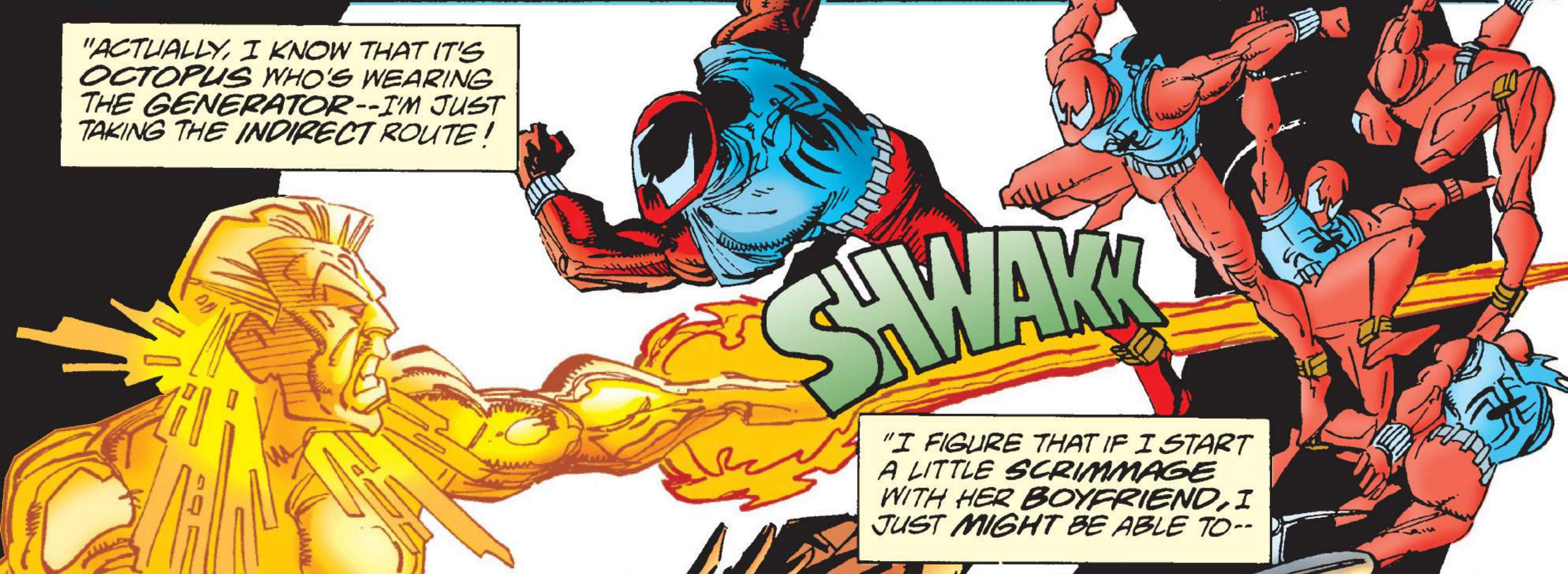
WHY DON'T YOU TWO GET A ROOM?

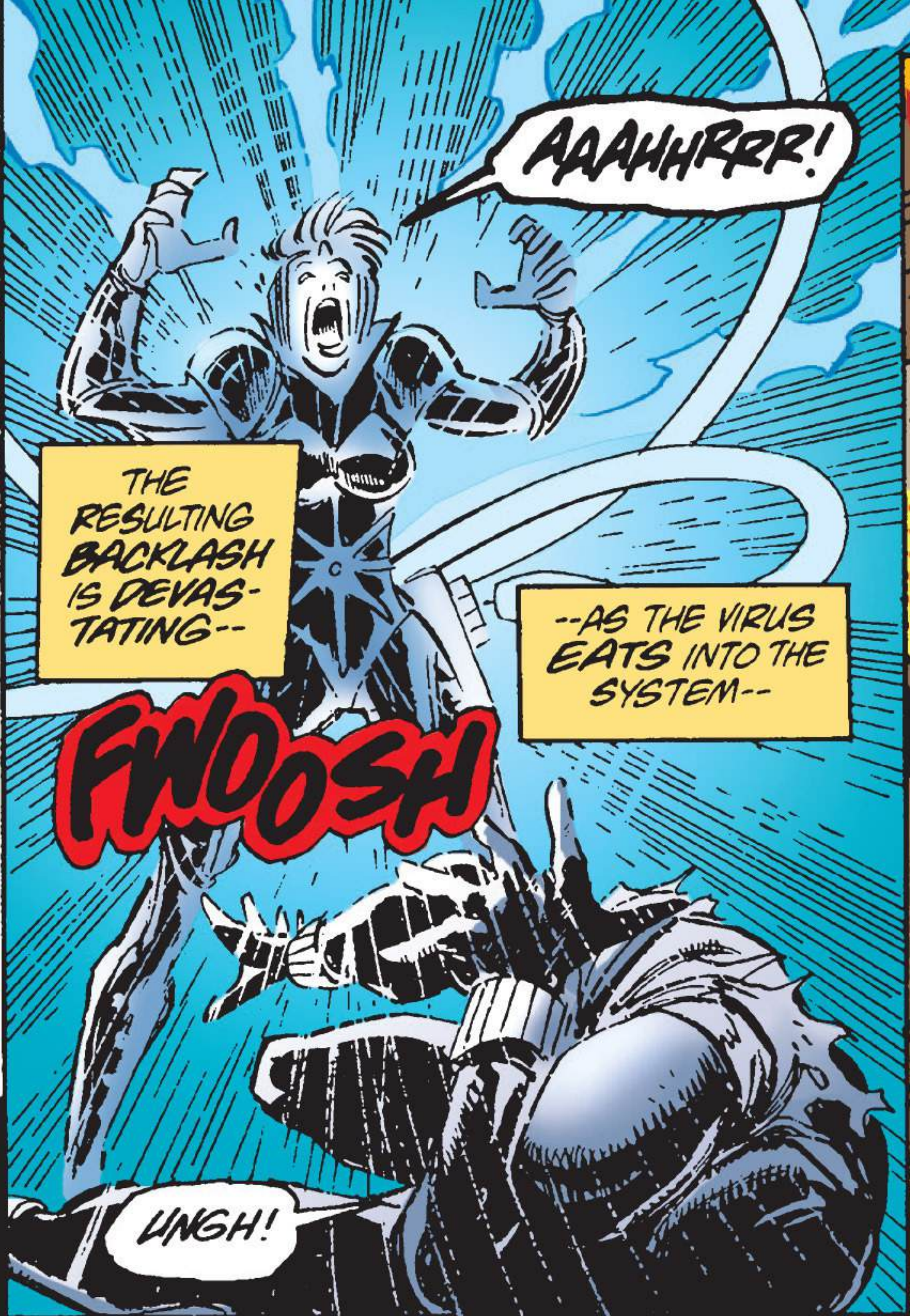


I WOULD GUESS THAT YOU'RE THE ONE BEHIND ALL THIS, SPARKY --SO YOU'RE THE ONE I'M GONNA TAKE DOWN FIRST!



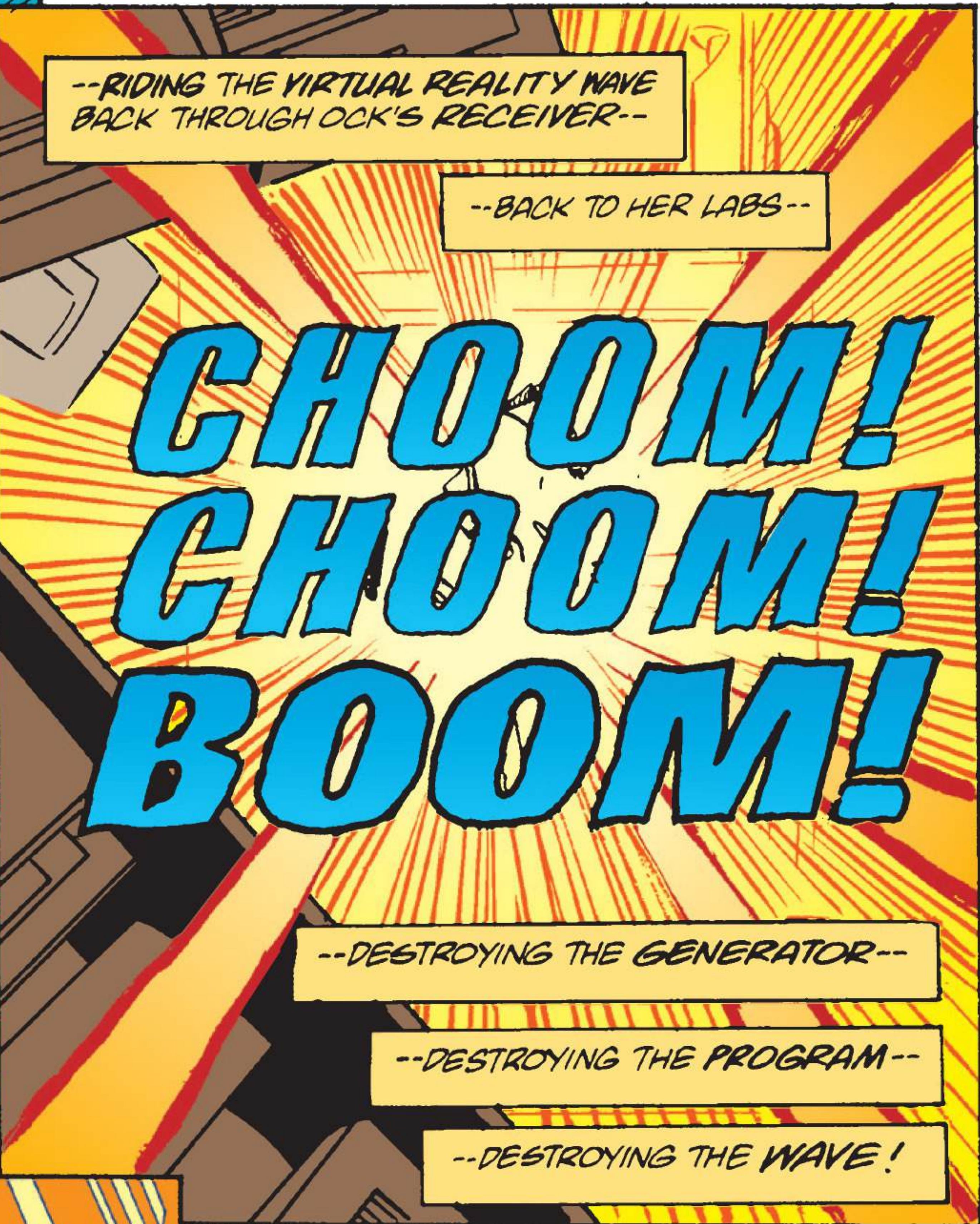
"ACTUALLY, I KNOW THAT IT'S OCTOPUS WHO'S WEARING THE GENERATOR--I'M JUST TAKING THE INDIRECT ROUTE!"





THE
RESULTING
BACKLASH
IS DEVAS-
TATING--

--AS THE VIRUS
EATS INTO THE
SYSTEM--



--RIDING THE VIRTUAL REALITY WAVE
BACK THROUGH OCK'S RECEIVER--

--BACK TO HER LABS--

**CHOOM!
CHOOM!
BOOM!**

--DESTROYING THE GENERATOR--

--DESTROYING THE PROGRAM--

--DESTROYING THE WAVE!



--CAUSING EVERYTHING THAT WAS
LIBERATED FROM CYBER-SPACE
BY THE GENERATOR--



--TO SIMPLY
MELT AWAY...

CAROLYN...

Noooo!



...EVERYTHING.

GOOD
JOB, LAD--

AND, A
SHORT
WHILE
LATER...

"SPIDER-SENSE
HAS STOPPED
TRYING TO
LOBOTOMIZE
ME! EVERYTHING
IS BACK TO NORMAL--

"--WELL--AS NORMAL
AS CAN BE EXPECTED!
THERE'S STILL THE
DAMAGE THAT OTHER
SCARLET SPIDER
CAUSED! WHAT A MESS--!"

"NO SIGN OF OCK--

"SHE MUST'VE HAD
JUST ENOUGH
PRESENCE OF MIND
TO HAVE HER ARMS
DRAG HER OFF SOME-
WHERE TO LICK HER
WOUNDS."

"AT LEAST I
WAS ABLE TO
STOP HER
FROM MAKING
HER REALITY--

"UHH!
MUST'VE
WORKED--

THERE
HE IS!

GET THE
SPIDER!

SCARLET
FREAK!

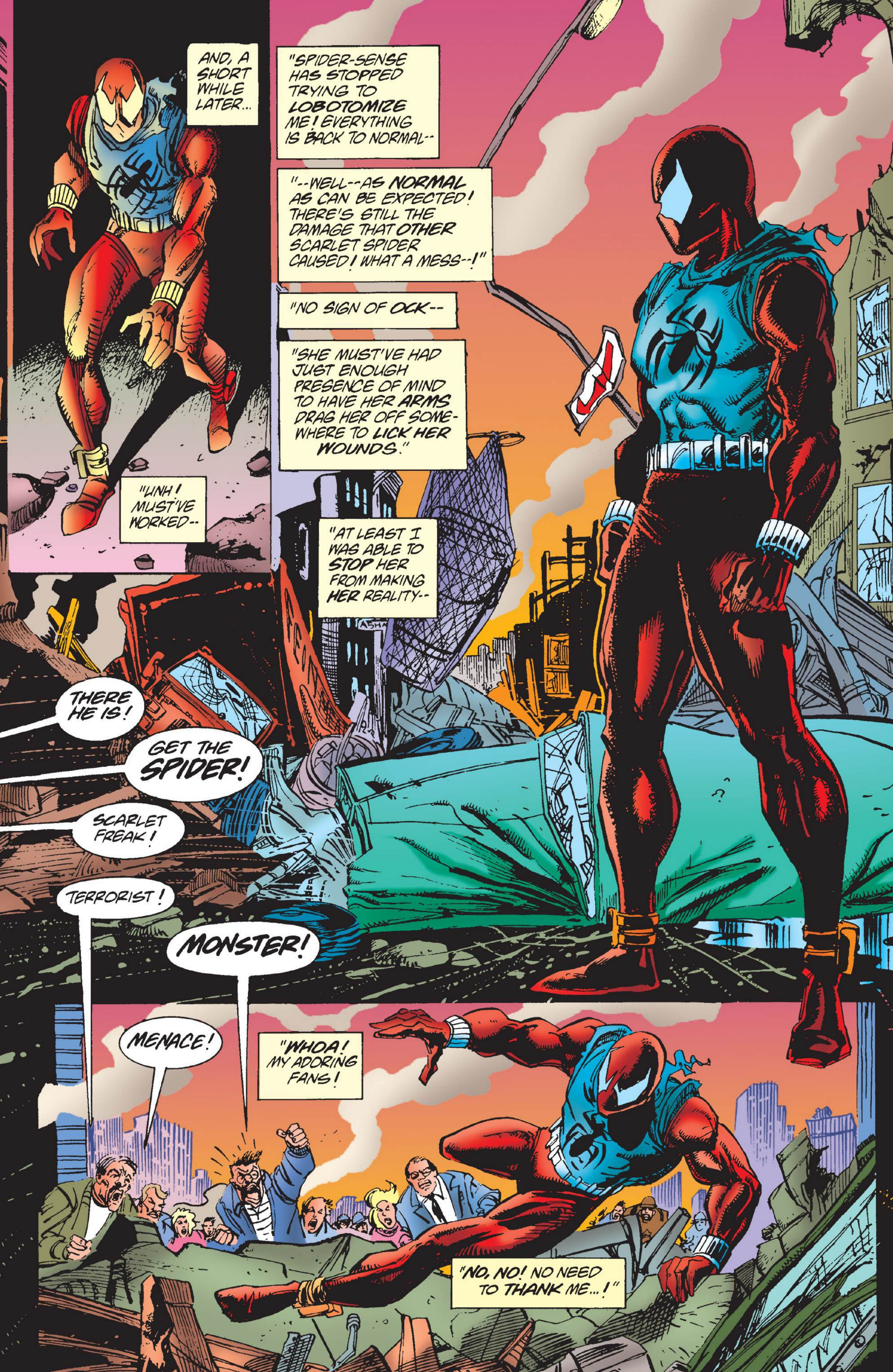
TERRORIST!

MONSTER!

MENACE!

"WHOA!
MY ADORING
FANS!

"NO, NO! NO NEED
TO THANK ME...!"



...MORE AS THE
RAMPAGING
SCARLET SPIDER
CONTINUES ON THIS
RED REIGN OF
TERROR!

THAT'S IT,
SEWARD--I'M
KICKED!

TSO IS DEAD, THE
APARTMENT IS TOTALLED
AND I HAVE NO IDEA
WHERE YOUR CONSCIOUS-
NESS IS.

WE MAY HAVE
BEEN ABLE TO STOP
OOK FROM MONKEYING
WITH THE REALITIES--

--BUT SHE WAS
STILL SUCCESSFUL
IN DESTROYING
THE SCARLET
SPIDER! WITH HER
PUPILATE OF ME
DOING A GODZILLA
ON THE CITY--

--I DON'T SEE
HOW I COULD EVEN
BEGIN TO SALVAGE
SCARLET'S REPUTATION.
BUT ALL THIS HAS HELPED
ME TO MAKE A
DECISION--

--ACTUALLY,
IT WAS A PRETTY
EASY ONE--

--ONE
I THINK
I'VE
BEEN
FIGHTING
OFF FOR
AWHILE.

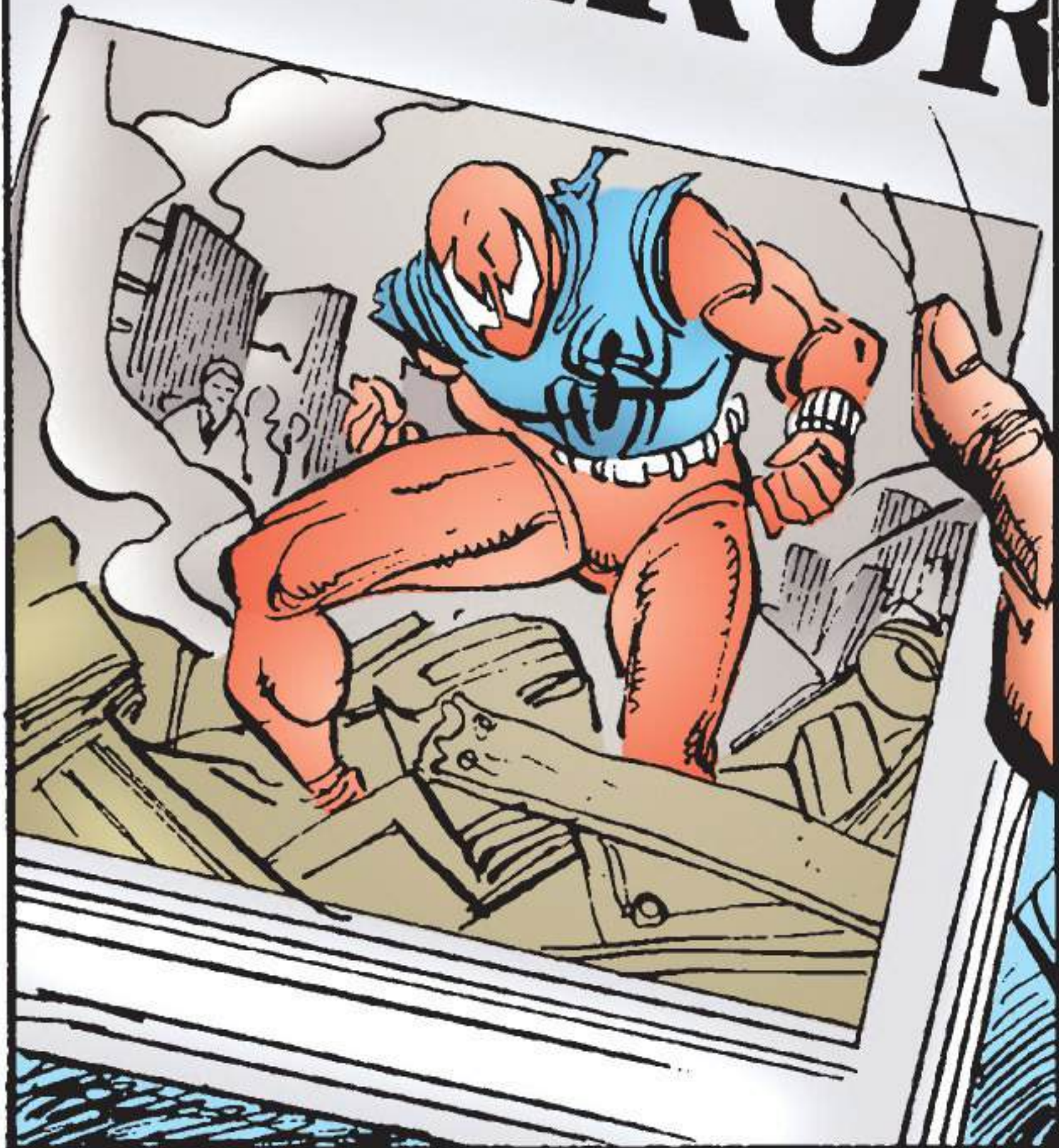
OOK WAS ABLE TO
RUIN MY REP--MAKE
ME OUT TO BE THIS
MONSTER--'CAUSE
AS SCARLET, I WAS
SO NEW ON THE
SCENE--

--IT WAS EASY
FOR HER TO MAKE
THE PUBLIC FEAR
ME--HATE ME--
BECAUSE THEY
REALLY DIDN'T HAVE
ANY REASON TO
TRUST ME--

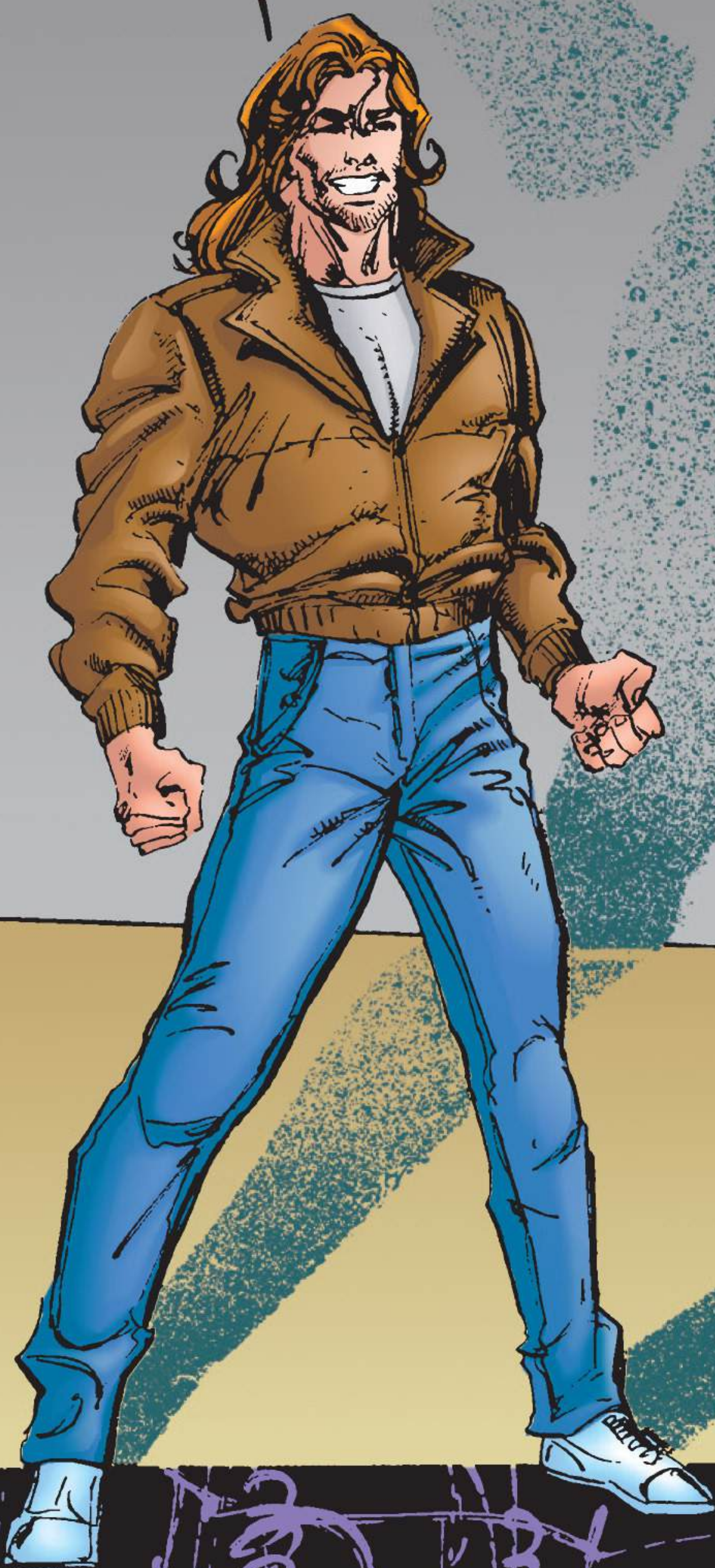
--TO HAVE FAITH
IN ME AS ONE OF
THE GOOD GUYS!

WELL, MAYBE
SHE COULD DO
THAT TO THE
SCARLET
SPIDER--BUT
SHE COULD
NEVER
DO IT--

DAILY BUGLE
THE PICTURE NEWSPAPER
SCARLET
TERROR



...TO
**SPIDER-
MAN!!**



ONE CHAPTER ENDS--A
NEW CHAPTER **BEGINS**--
AS BEN REILLY DONS THE
COSTUME HE WAS BORN--
BITTEN BY A RADIOACTIVE
SPIDER--TO WEAR!!

DON'T MISS--**THE
SENSATIONAL
SPIDER-MAN #0--**
THE RETURN OF
SPIDER-MAN!!

AND BE HERE IN THIRTY
AS SPIDEY GOES UP
AGAINST THE POWER OF
D.K.! 'NUFF SAID!

WIZARD[®]

**MINI-COMIC
3**

**MARVEL[®]
SPIDER-MAN
GROUP**

THE SENSATIONAL

SPIDER-MAN[®]



**EXCLUSIVE SUPPLEMENT
TO WIZARD #52**

A full-page comic book illustration of Spider-Man in his classic red and blue suit, crouching on a rooftop in New York City. The scene is set during a heavy rain, with large, stylized raindrops falling around him. The city skyline is visible in the background, with various buildings and structures. The title 'SPIDER-MAN FOREVER' is prominently displayed in the upper right corner, with 'SPIDER-MAN' in yellow and 'FOREVER' in red.

SPIDER-MAN[®] FOREVER

*Another cold, October
rain in New York.*

What else is new?

*The way my life
has gone --*

*-- I've probably got my very
own personal rain clouds
that follow me like a curse
wherever I go.*

Things weren't
always this bad.

It seems like a dozen
lifetimes ago, but when
I was younger, when I
was PETER PARKER, life
was GREAT.

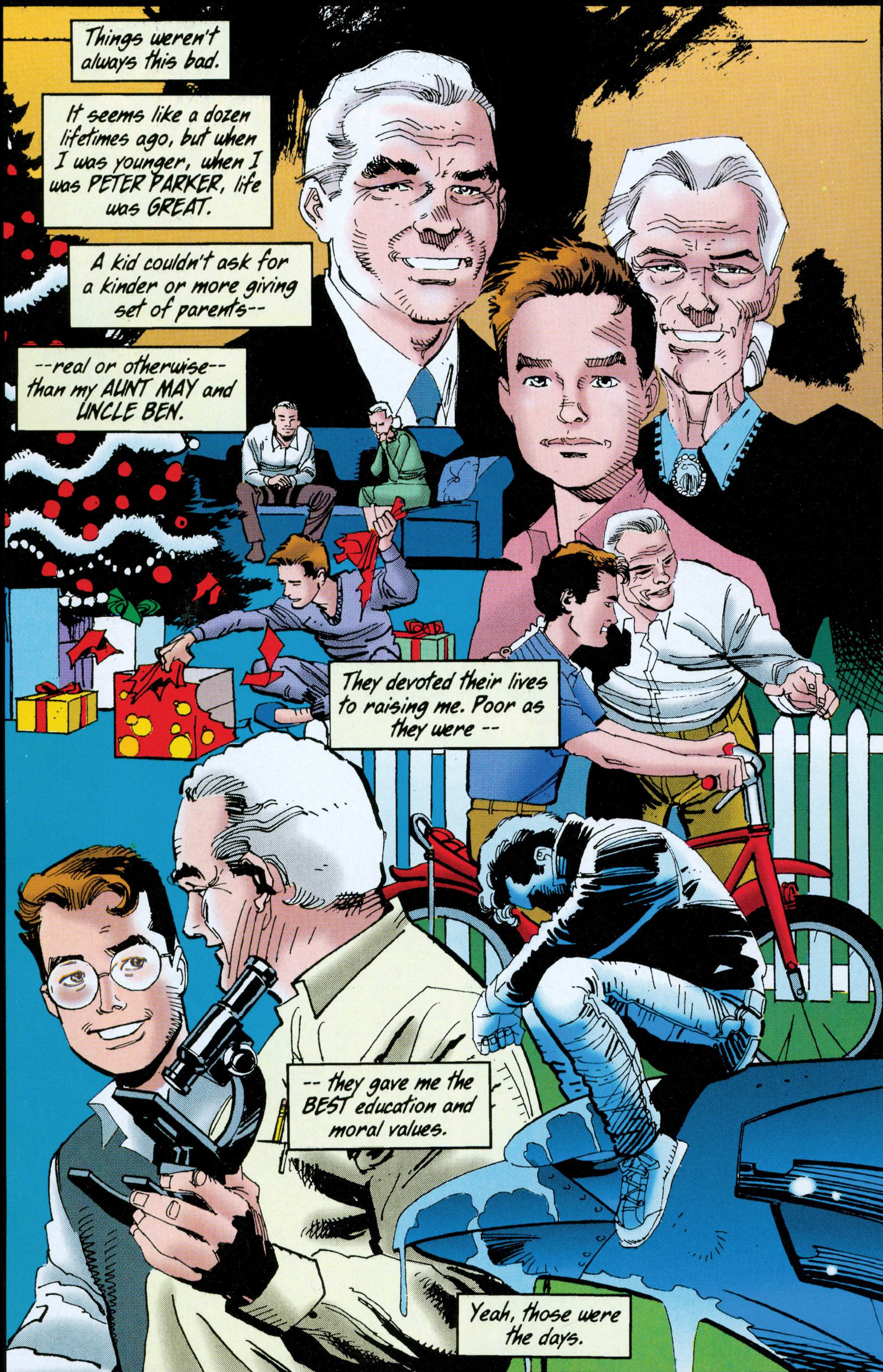
A kid couldn't ask for
a kinder or more giving
set of parents--

--real or otherwise--
than my AUNT MAY and
UNCLE BEN.

They devoted their lives
to raising me. Poor as
they were --

-- they gave me the
BEST education and
moral values.

Yeah, those were
the days.



But then the CURSE
reared its ugly head!

I was still in high school
when that blasted irradiated
spider BIT me!

I went from being class
weakling and egghead --

-- to maybe
the most
UNIQUE person
on earth!

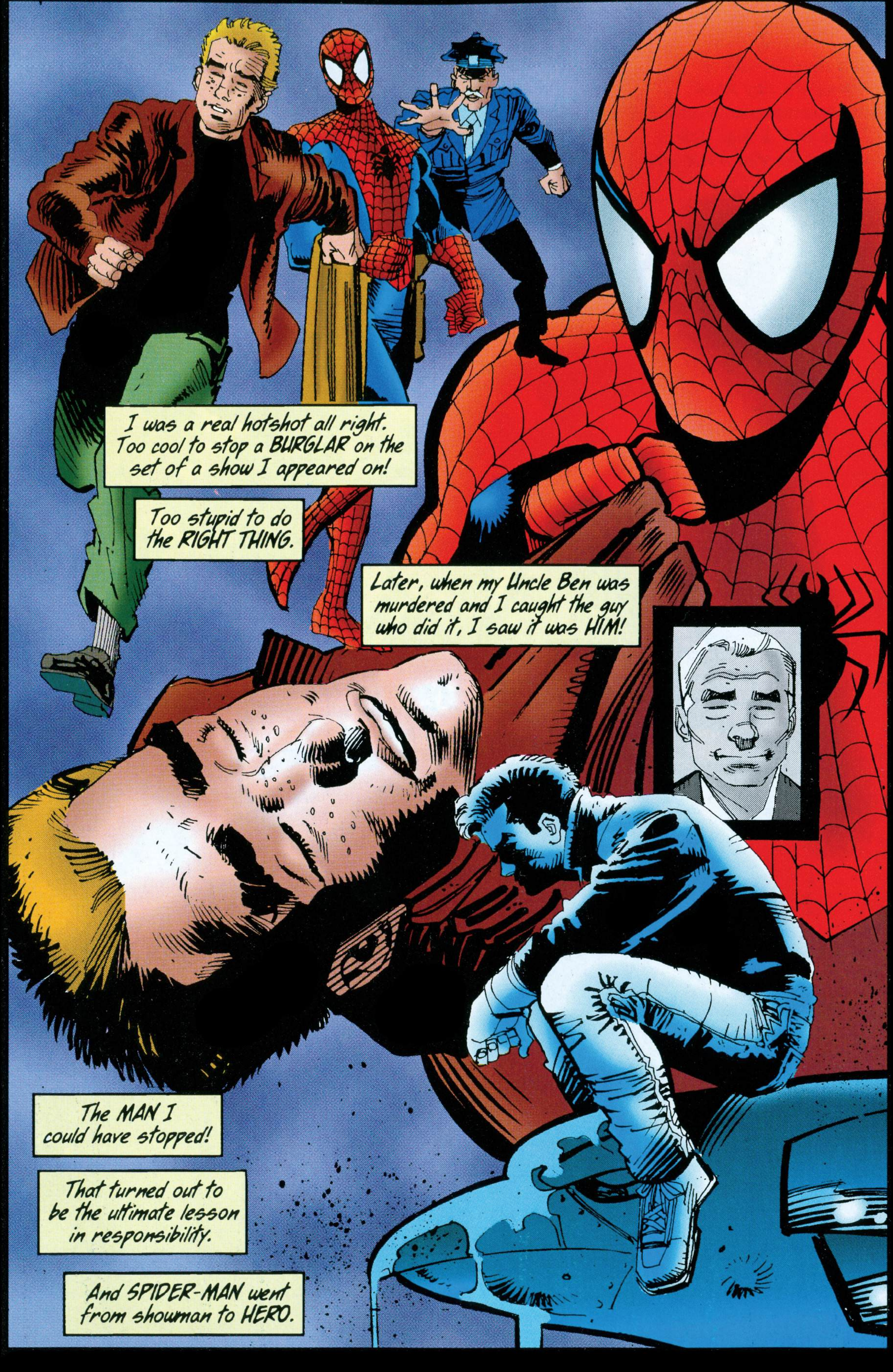
-- and a
costume to
match!

Called myself
SPIDER-MAN --

I even invented some
wrist bands that could shoot
a synthetic web-line --

-- and figured I could make
some money in the entertainment
biz to help support us all.



A comic book panel depicting a pivotal moment in Spider-Man's life. In the foreground, Uncle Ben lies on his back, his face a mix of shock and pain, with a large, detailed close-up of his head. Spider-Man, in his iconic red and blue suit, stands behind him, looking down with a somber expression. A police officer in a blue uniform and cap stands nearby, gesturing with his hand. The background is a dark, textured blue.

*I was a real hotshot all right.
Too cool to stop a BURGLAR on the
set of a show I appeared on!*

*Too stupid to do
the RIGHT THING.*

*Later, when my Uncle Ben was
murdered and I caught the guy
who did it, I saw it was HIM!*



*The MAN I
could have stopped!*

*That turned out to
be the ultimate lesson
in responsibility.*

*And SPIDER-MAN went
from showman to HERO.*



For the first couple of years, I
battled one loony after another.
VULTURE, KRAVEN, RHINO, DOC OCK --

--NONE of them
could beat me!

But the GREEN GOBLIN forced
me to pay the ultimate price--

--when he killed the love
of my life -- GWEN STACY!

I should have known then that
death would always follow me.

That in some way
I was CURSED.



My life went haywire when
I discovered the JACKAL
had CLONED Gwen and me!

My CLONE -- my identical
genetic DUPLICATE --

-- beat me! Thought I
was dead and tossed
me down a chimney --

-- and carried on my
life as PETER PARKER
and SPIDER-MAN!

But I SURVIVED! And while he was off
knocking heads with the likes of Venom and
Carnage...and MARRYING Mary Jane Watson --

-- I spent five lonely years
wandering America as BEN REILLY!

When I heard my Aunt May was dying, I was drawn back!

I even helped Spider-Man fight the Jackal and the newspapers gave me the name **SCARLET SPIDER!**

At first we all thought I was the clone --

--until we discovered otherwise--

--and all our lives were turned upside down again!

For me it was bittersweet. Good to find out I was the real one, but a kick in the butt to find out I'd lost **FIVE YEARS!**





Peter and Mary Jane left town and I realized that even though I've been gone --

-- New York is HOME.

I've realized other things too. Someone else may live out Peter Parker's life, but there's work to be done.

That ultimate lesson in responsibility is as valid today as when Uncle Ben died.

The world needs HEROES.

There are people who still need HELP.

I can give it to them,
and that's not a curse...
it's what I'm all about!

Now and forever,
I'm the ONE --

-- and ONLY --

SPIDER-MAN

Story and Pencil Art
DAN JURGENS
Finished Ink Art
KLAUS JANSON

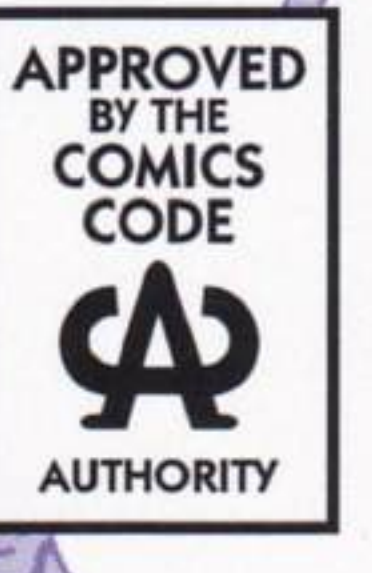
Letters
RICHARD STARKINGS
AND COMICRAFT

Colors
**GREGORY
WRIGHT**

Editors
**MARK BERNARDO &
BOB BUDIANSKY**

**THE
ALL-NEW**
SPIDER-MAN
DEBUTS IN
SENSATIONAL
SPIDER-MAN #0!
ON SALE SOON!

THE LEGEND BEGINS ANEW!



#0

JAN

MARVEL[®]
SPIDER-MAN
GROUP

THE SENSATIONAL
SPIDER-MAN[®]

**GIANT
SIZED
SPECIAL!**



by **DAN JURGENS & KLAUS JANSON**

When I was a kid, my Aunt
May woke me up for school
every day by saying --

-- "RISE AND SHINE, PETER!
TODAY IS THE FIRST DAY OF
THE REST OF YOUR LIFE!"



I guess I always
thought it was a
corny thing to say.

Until
NOW.

Stan
Lee
Presents:

ULTIMATE Commitment

That's why I'm here.

It seems like a long time since you died, Uncle Ben. And since I spent the last five years on the road --

-- we never got to talk much, Aunt May.

So I've come to talk to you now.

See, I'm living in one of the seediest hotels New York has to offer, nothing is working out --

-- and I'm thinking of becoming SPIDER-MAN again.

Is that nuts or what?

While I was away, I really missed being able to ask your ADVICE.

You were always there for me. Even though you weren't my parents --

-- you gave me as happy a home as any kid ever had!

Sure, I call myself BEN REILLY now, but for MOST of my life, I was PETER PARKER!

That's who I was that OTHER first day.

The day the irradiated SPIDER bit me!

I became **SPIDER-MAN!** Figured I could be a HOT-SHOT in show biz!

After an appearance, I stood there like a rock while a burglar dodged a cop.

He ended up killing you, Uncle Ben. From that --

-- I learned the greatest lesson any man ever has!

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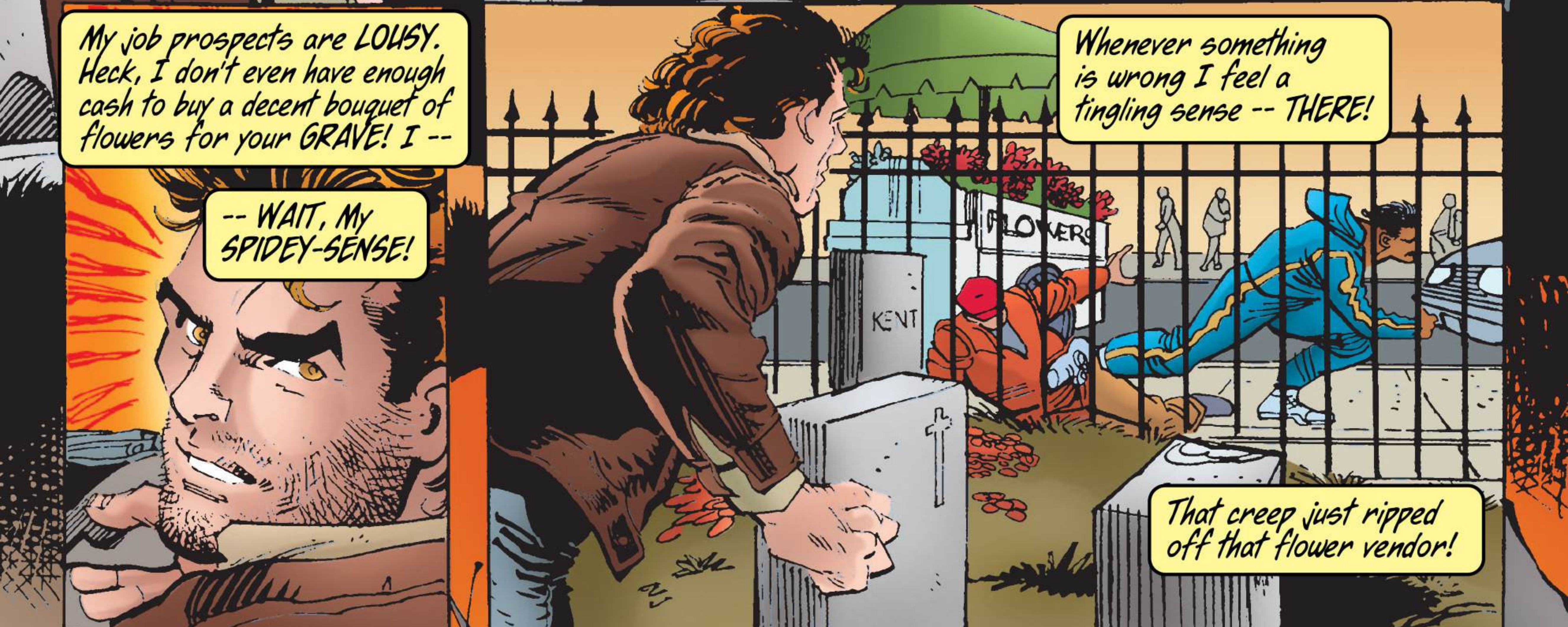
With Great Power comes
Great RESPONSIBILITY.

That's why I feel like I have
to be SPIDER-MAN again!

It's who I am.
I OWE you!

But what if I can't
DO it anymore?
It's been so long!

And it's not like I've
built my life as Ben
into a major success!



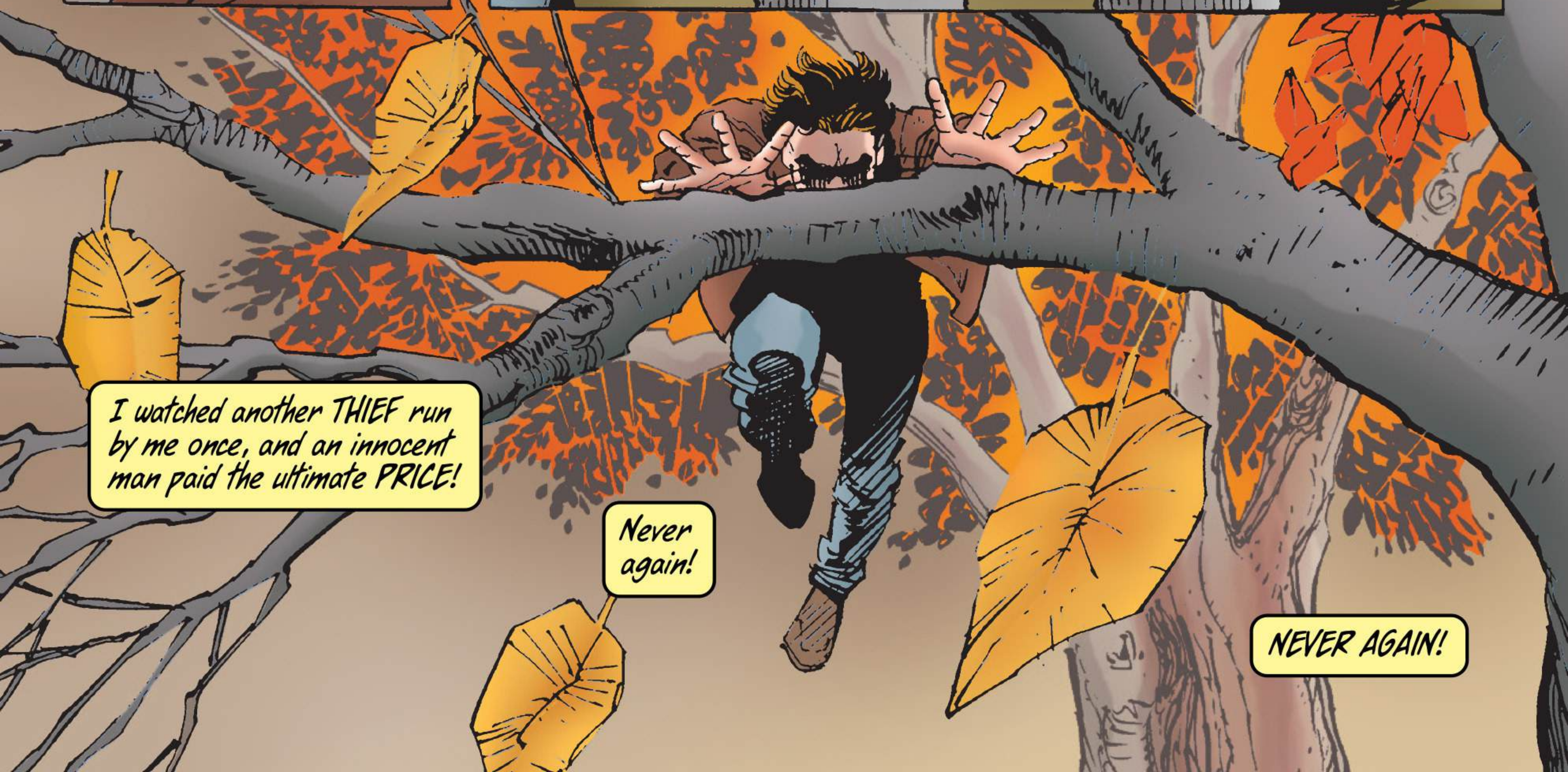
My job prospects are LOUSY.
Heck, I don't even have enough
cash to buy a decent bouquet of
flowers for your GRAVE! I --



-- WAIT, My
SPIDEY-SENSE!

Whenever something
is wrong I feel a
tingling sense -- THERE!

That creep just ripped
off that flower vendor!



I watched another THIEF run
by me once, and an innocent
man paid the ultimate PRICE!

Never
again!

NEVER AGAIN!



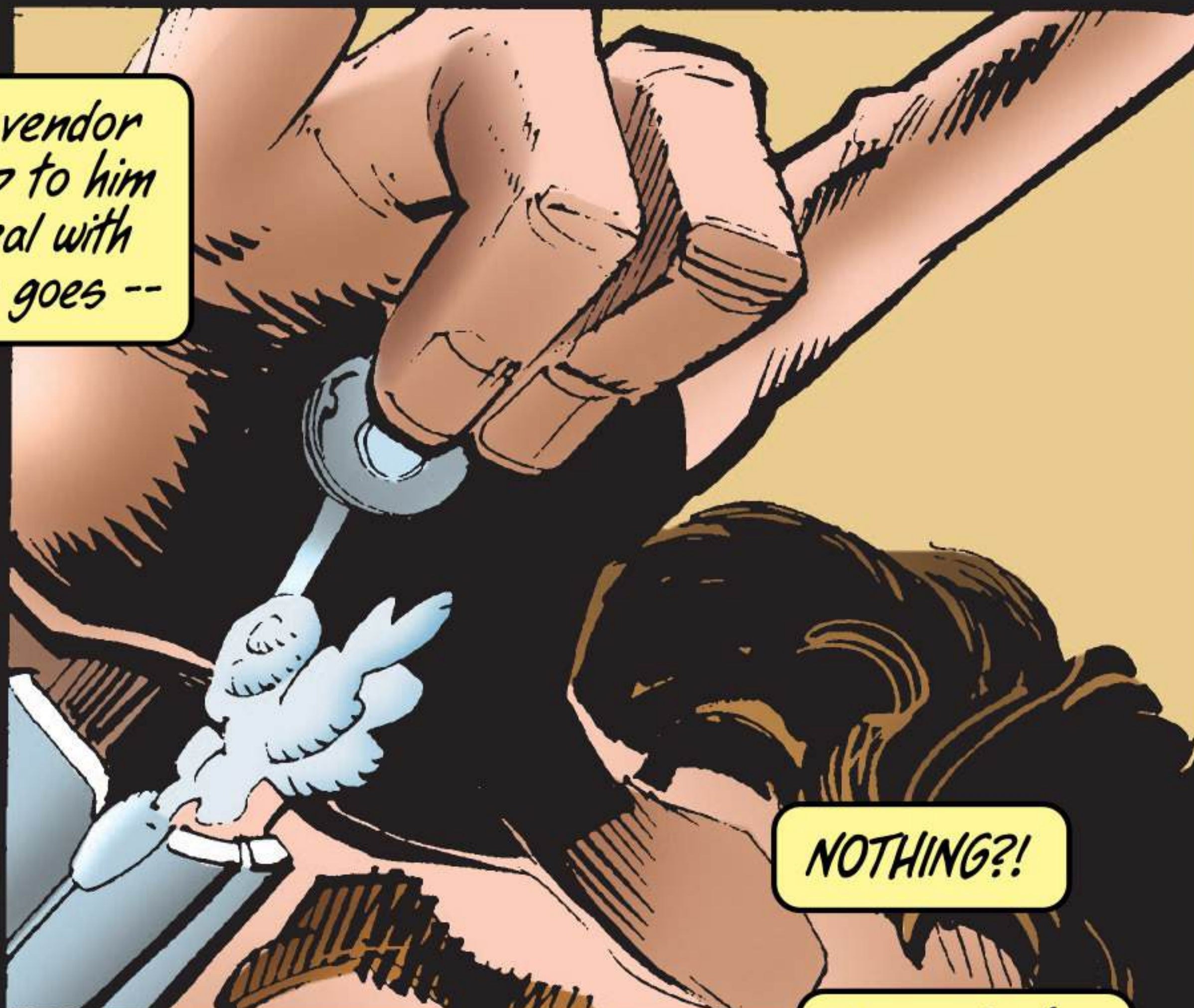
Even with my lousy luck,
if I stick to the trees --

--no one
should
see me!



I'll just web the crook's
feet together and watch
him fall on his face!

When the vendor
catches up to him
HE can deal with
HIM! Here goes --



NOTHING?!



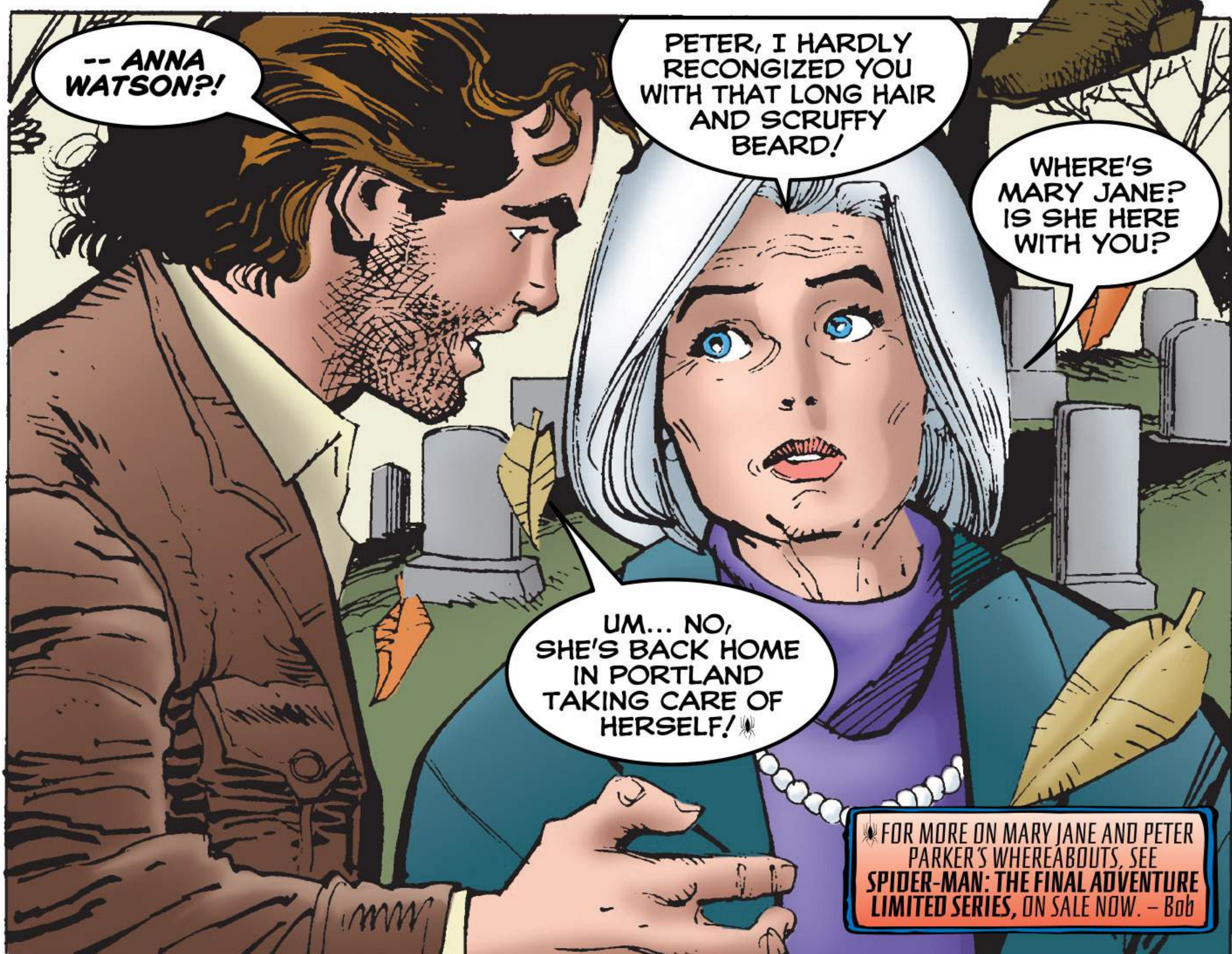
I'm out of
WEB FLUID?!



What was that
I said about
LOUSY LUCK?

I'll have to do this
like any other Joe!

WHF!
WHAT
THE --



This is TERRIBLE! She doesn't have any idea of who Ben Reilly is, so I better play this out as Peter!

I JUST CAME INTO THE CITY TO FINISH UP SOME OLD BUSINESS AT THE BUGLE OFFICES --

-- AND DECIDED TO STOP BY AND PAY MY RESPECTS!

OF COURSE. I'M SURE YOU MISS POOR MAY FAR MORE THAN I DO.

YEAH, SHE WAS A GREAT LADY. AND SHE LOVED YOU A GREAT DEAL.

JUST LIKE I DO FOR BEING SUCH A GREAT FRIEND TO HER.

PETER, I'VE KNOWN YOU SINCE YOU WERE JUST A BOY. THAT HAIR OF YOURS AND THOSE... TATTERED CLOTHES...

PETER, IF THERE'S ANYTHING WRONG I WANT YOU TO TELL ME. I WANT TO HELP.

ARE YOU KIDDING? EVERYTHING'S GREAT! COULDN'T BE BETTER!

IF YOU SAY SO.

HEY, I'VE GOT A BUS TO CATCH! DON'T WORRY ABOUT ME OR YOUR NIECE! 'BYE, ANNA!

Feel like a real CREEP lying to Anna Watson that way, but what else could I do?

It's gonna be hard to keep things like this from happening as long as I look just like Peter.

What am I
saying?
I'M Peter!

Or at least I used to be --
before Jackal cloned me
and created a genetic
duplicate of Peter Parker!

He orchestrated a fight
between two Spider-Men
and the phony won!

Wrapped me in a sheet
and tossed me down a
smokestack!

The clone assumed my
life as Peter... thought
he was the real thing --

-- while I hit
the road for
five years!

I came back to town
as the SCARLET
SPIDER when I heard
Aunt May was sick!

And, wonder
of wonders --

-- we even found out
I was the authentic,
100% real deal!

Mary Jane and Peter --
MY CLONE -- took off to
live happily ever after,
which leaves me --

-- more CONFUSED than ever!



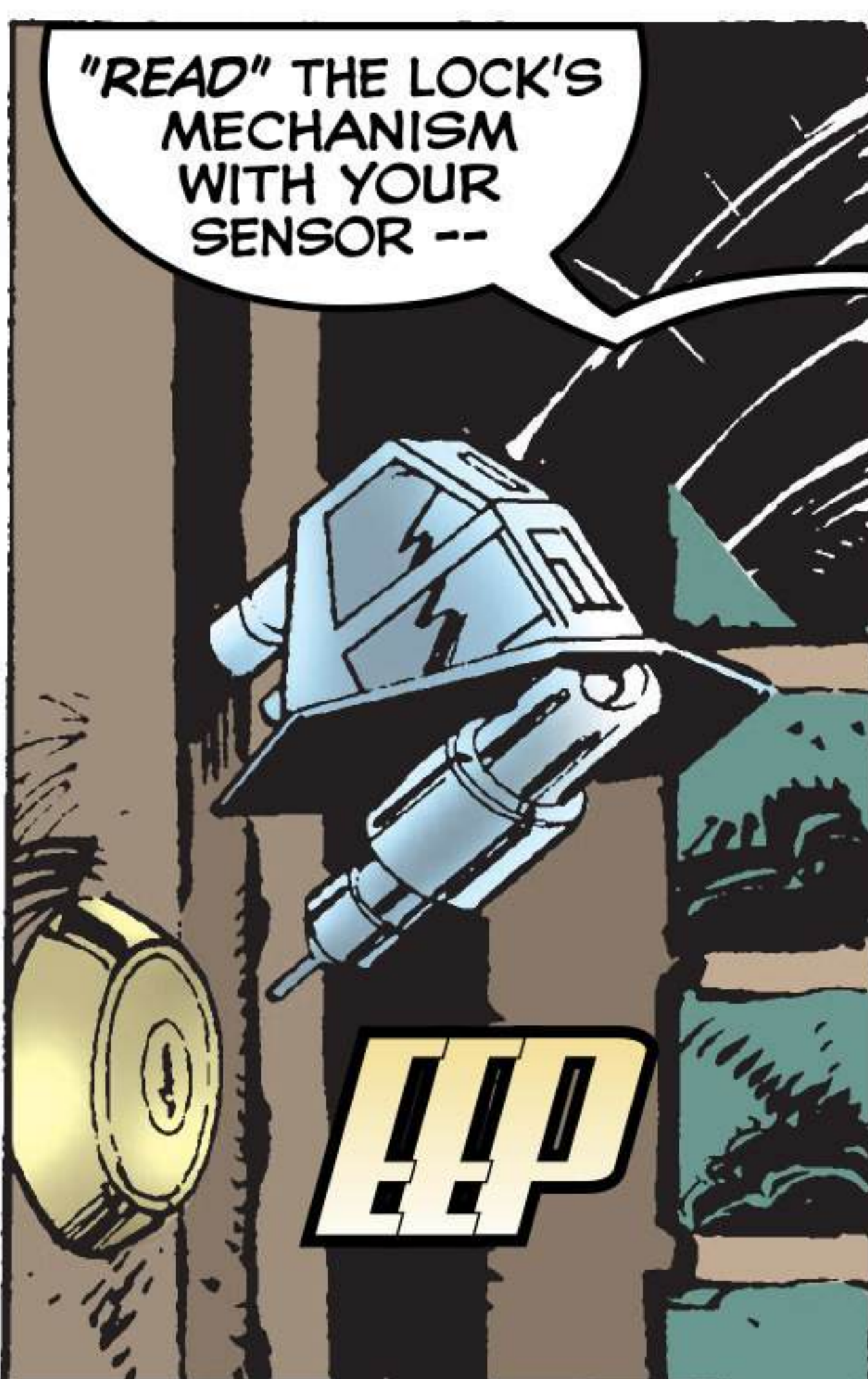
CLOSED,
HUH?



I
DON'T
THINK
SO.

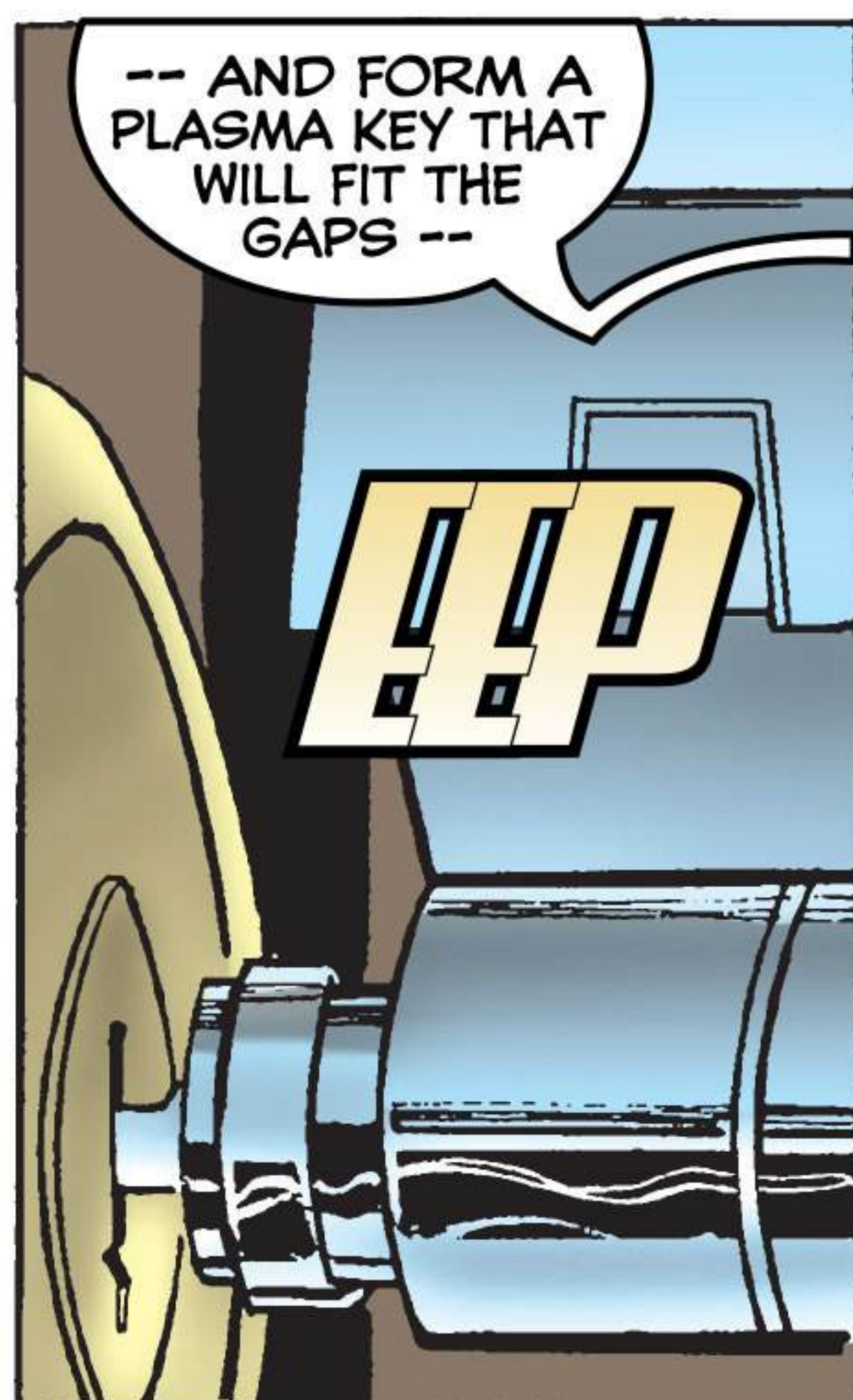


DO
YOUR STUFF,
SHIRLEY.



"READ" THE LOCK'S
MECHANISM
WITH YOUR
SENSOR --

!!P



-- AND FORM A
PLASMA KEY THAT
WILL FIT THE
GAPS --

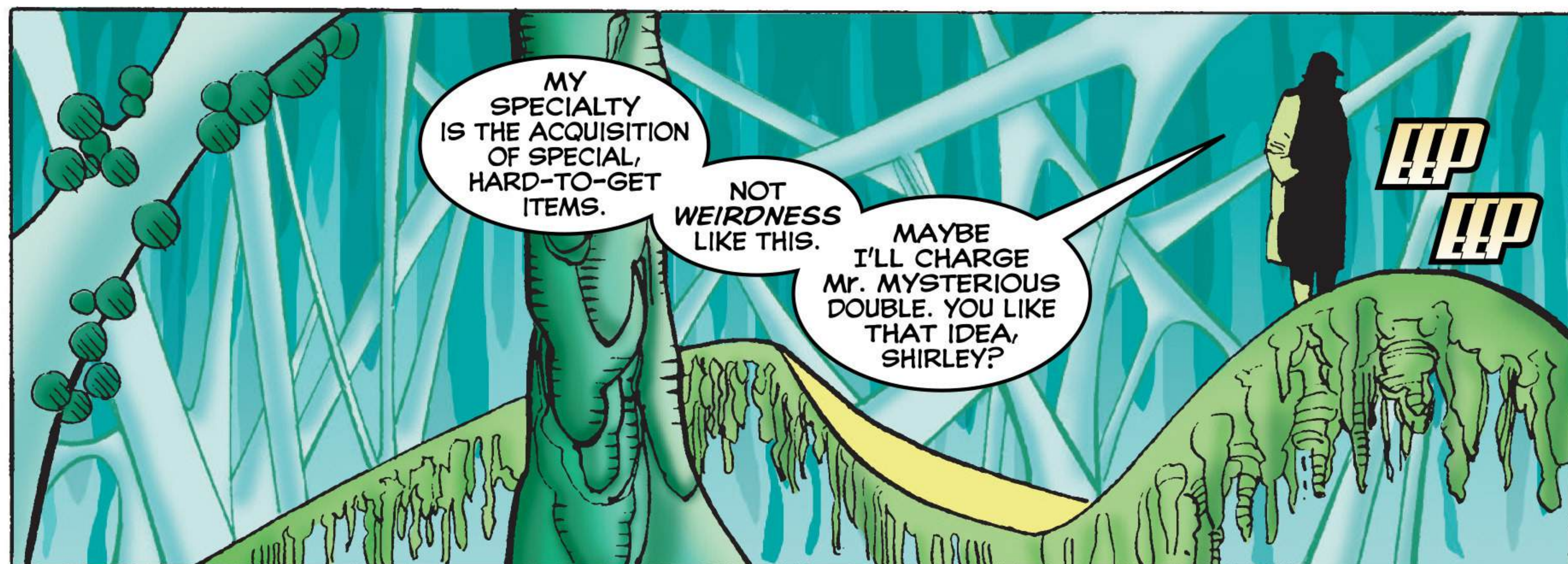
!!P



-- AND
OPEN THE
DOOR.

CREEPY.

THE
MAN TRIES
TO LIVE UP TO
HIS REP,
THAT'S FOR
SURE.



MY
SPECIALTY
IS THE ACQUISITION
OF SPECIAL,
HARD-TO-GET
ITEMS.

NOT
WEIRDNESS
LIKE THIS.

MAYBE
I'LL CHARGE
Mr. MYSTERIOUS
DOUBLE. YOU LIKE
THAT IDEA,
SHIRLEY?

!!P
!!P

I SHALL
PAY ONLY
THE AGREED-
UPON PRICE,
ARMADA!

HEY!
DOUSE THE
LIGHTS, WILL
YA?

OKAY,
OKAY!
I WON'T
DOUBLE MY
PRICE!

WHAT
IS IT YOU
WANT ME TO
ACQUIRE,
ANYWAY?

THERE
IS A VERY
SPECIAL DEVICE IN
THE MAIN DEVELOPMENT
LABORATORY OF THE
NEURAL PORT
COMPLEX.

IT
IS CALLED
THE
D.I.T-CHIP.

I
WANT
YOU TO
BRING IT
TO ME.

YOU ARE
REPUTED
TO BE THE FINEST
CORPORATE THIEF
THERE IS,
ARMADA.

FEW
EVEN KNOW OF
YOUR EXISTENCE.
IF YOU CANNOT
HANDLE
THIS...

THE
NEURAL
PORT COMPLEX?
THAT'S RIGHT NEXT
TO CENTENNIAL
UNIVERSITY,
RIGHT?

SECURITY
THERE IS TIGHTER
THAN FORT
KNOX!

I
THINK NOT.
I THINK YOU
SHOULD UNDER-
STAND OUR WORK-
ING ARRANGEMENT
BEFORE WE
PROCEED!

I'LL
GET IT!
DON'T WORRY
YOUR PRECIOUS
LITTLE HEAD
ONE BIT!

EXCELLENT. FOR
ONCE I HAVE
THE D.I.T-
CHIP --

-- I
SHALL
FINALLY HAVE THAT
WHICH I HAVE
CRAVED SO
LONG!

Okay, I have no money, no web fluid and no costume --

-- and a desire to be Spidey again. Talk about a **PROBLEM!**

Too bad I don't have access to Seward Trainer's lab anymore so I could deal with this!

I don't dare sneak into the labs at ESIU for fear of running into someone who would recognize me as Peter!

Have to scratch this together somehow... without benefit of a real lab or chemicals!

Fortunately, my neighborhood pharmacy --

-- should have enough household items that I can buy off the shelf and turn into web fluid!

Kind of reminds me of the way I **FIRST** made my web fluid!

THAT'LL BE \$16.50.

WHOA!

I wonder if I can make edible webbing?

Man, this is gonna leave me with less than five bucks in my pocket!

The way things are going, it's all I'll be able to afford!



REILLY!
IF YOU WANNA
BE STAYIN' HERE
AFTER NOON TOMORROW
YOU GOTTA GIVE
ME A WEEK'S
DEPOSIT!

NO
PROBLEM!
WILL A WARM
SMILE AND CHEERY
DISPOSITION BE
ENOUGH?

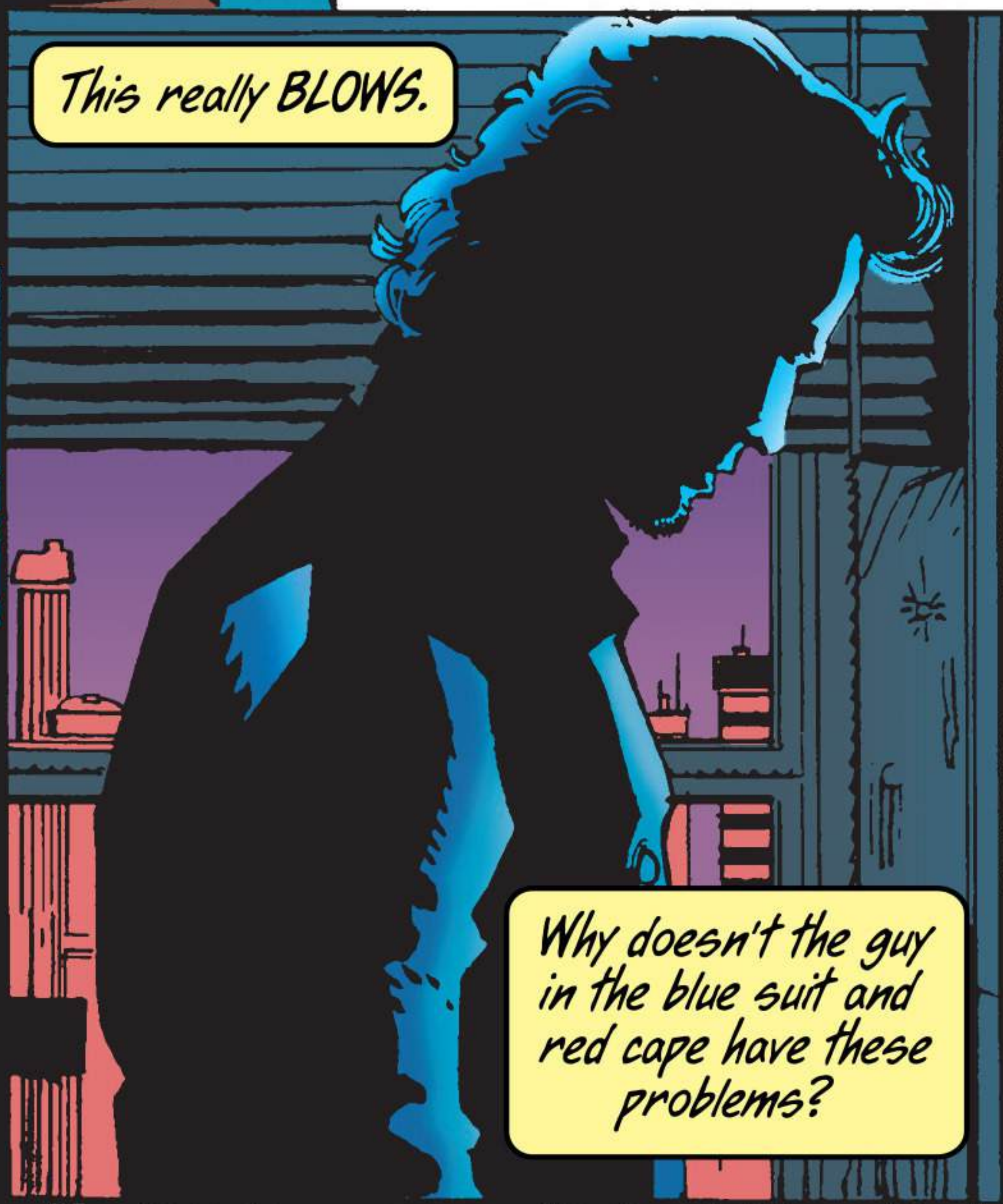
CASH,
REILLY! IF YOU
AIN'T GOT IT --
PACK YER
STUFF!

WHATEVER
YOU SAY! I
SURE WOULDN'T
WANT TO LOSE MY
SUITE AT THE
RITZ!



Right.

Oh, at least I'll be able to web
up a mattress for a park bench.

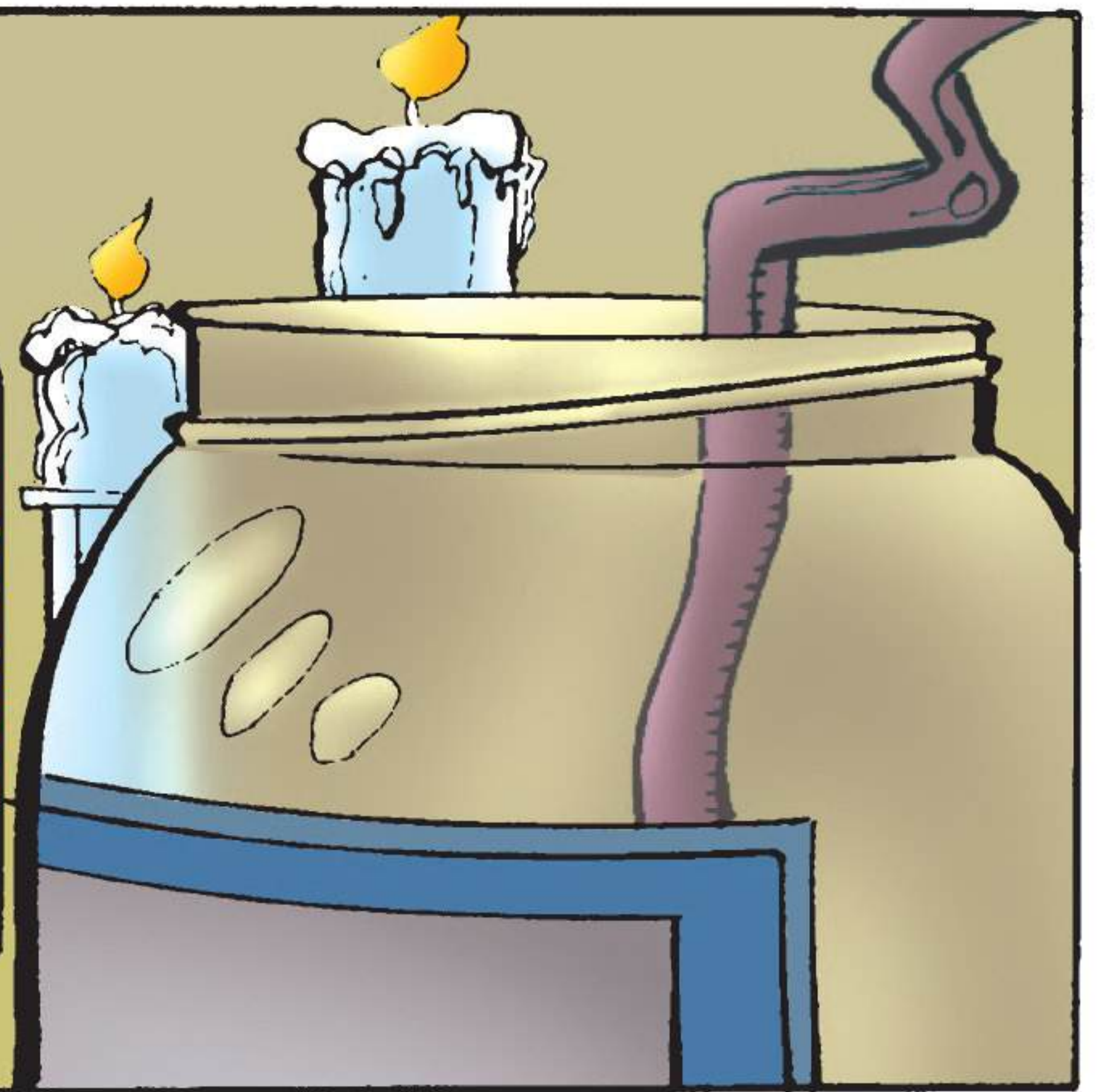


This really BLOWS.

Why doesn't the guy
in the blue suit and
red cape have these
problems?

It takes a couple of hours and some scrounging through the hotel dumpsters --

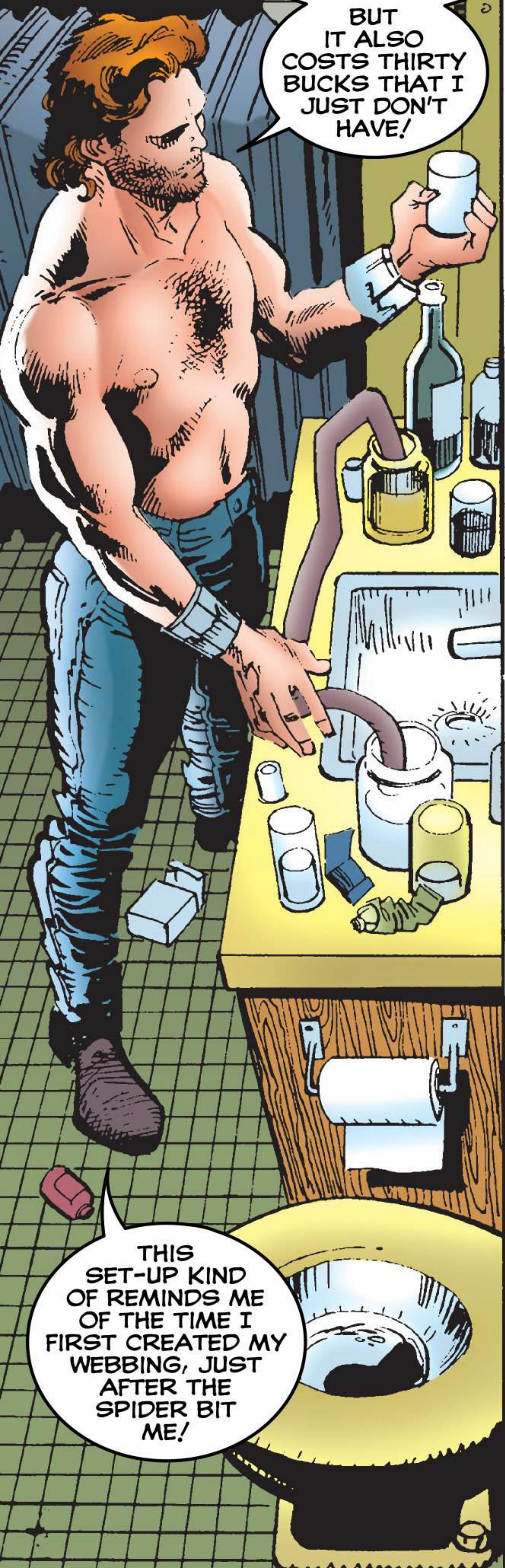
-- but I eventually cobble together a crude lab.



SHEESH!

A KID'S BASIC CHEMISTRY SET IS MORE ADVANCED THAN THIS!

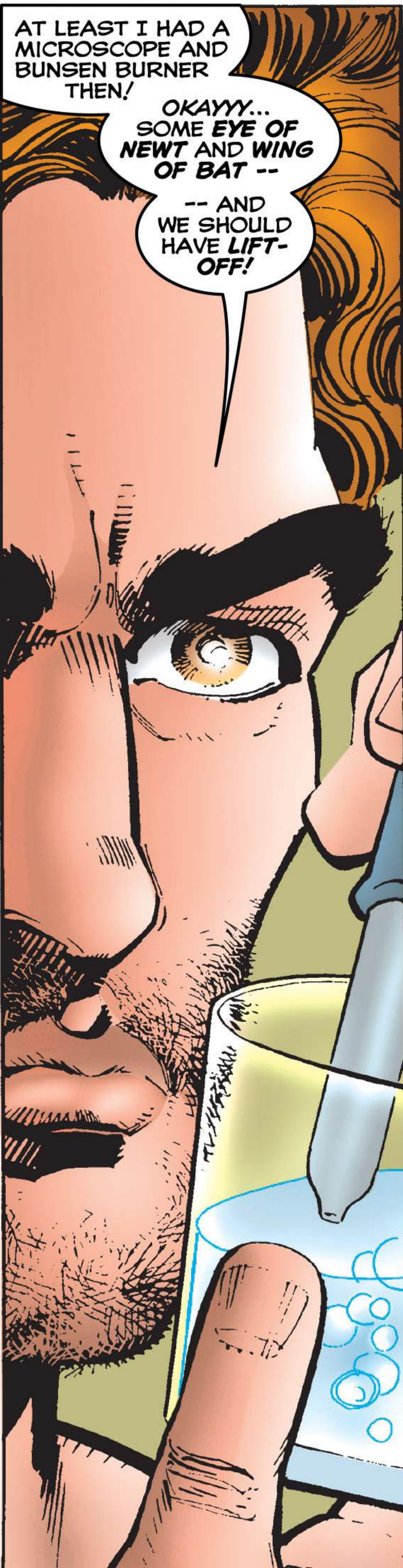
BUT IT ALSO COSTS THIRTY BUCKS THAT I JUST DON'T HAVE!



AT LEAST I HAD A MICROSCOPE AND BUNSEN BURNER THEN!

OKAYYY... SOME EYE OF NEWT AND WING OF BAT --

-- AND WE SHOULD HAVE LIFT-OFF!



IF THIS DOESN'T WORK --

-- MAYBE I CAN --

-- SELL THIS STUFF AS RAT POISON!

WHIT

HEY I DID IT!



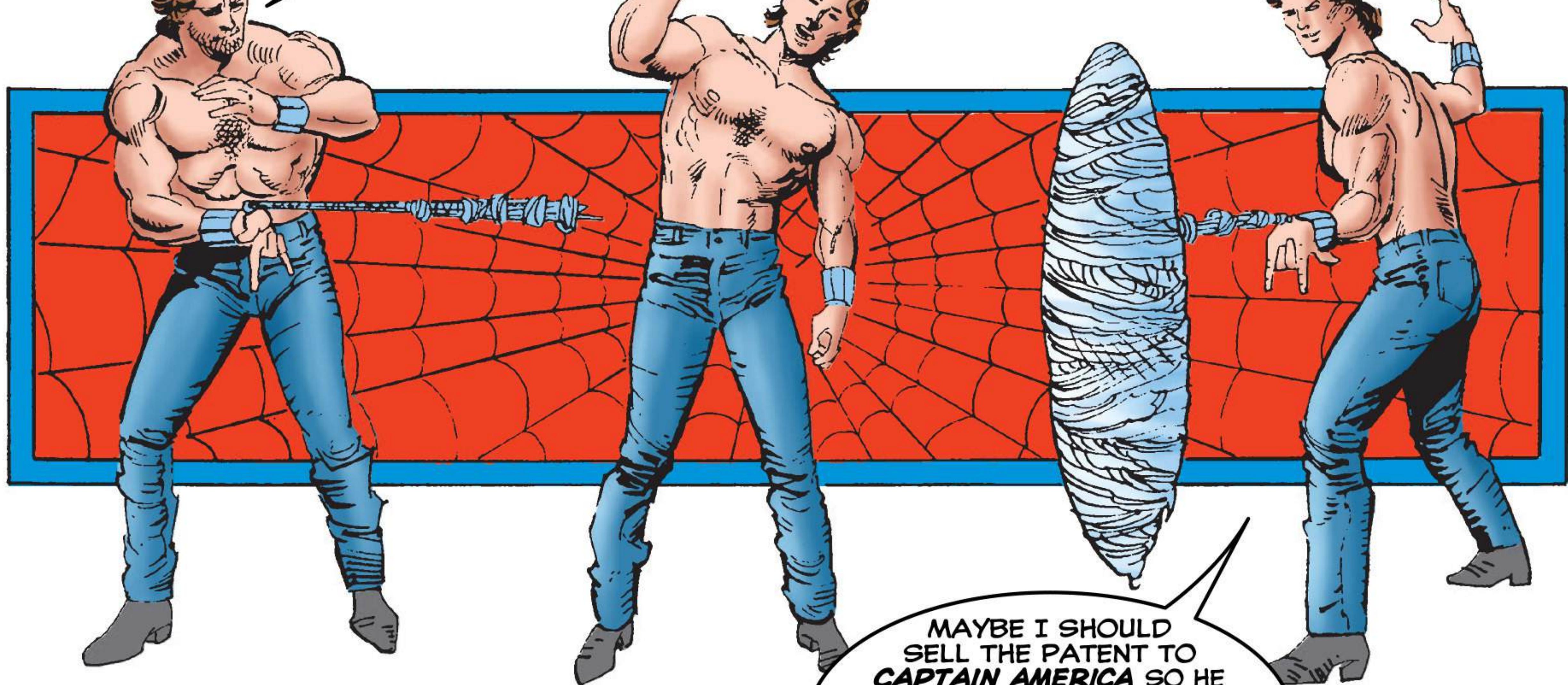
IT REALLY **WORKS!** MAKING WEBBING WITH THIS STUFF IS EQUIVALENT TO BUILDING A NUCLEAR WARHEAD OUT OF STICKS AND MATCHES!

REED RICHARDS, EAT YOUR HEART OUT!

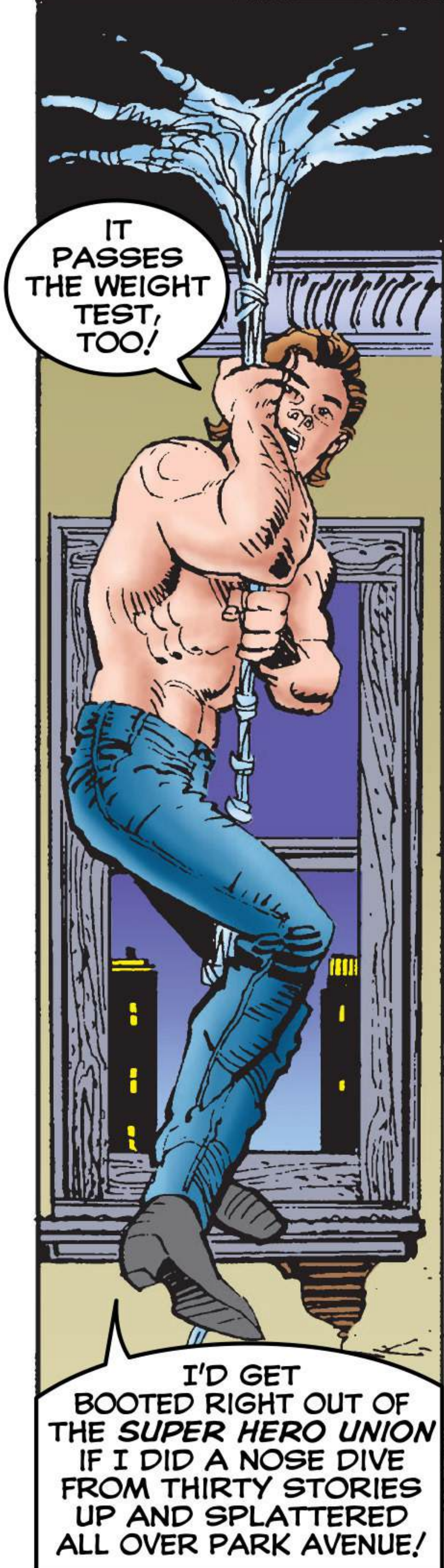


GOOD SOLID LINE THAT RETAINS CONSISTENCY --

-- AND EVEN HOLDS FORM WHEN I EXPAND THE SPRAY!



MAYBE I SHOULD SELL THE PATENT TO **CAPTAIN AMERICA** SO HE DOESN'T HAVE TO DRAG THAT HEAVY SHIELD ALL OVER TOWN!



IT PASSES THE WEIGHT TEST, TOO!

I'D GET BOOTED RIGHT OUT OF THE **SUPER HERO UNION** IF I DID A NOSE DIVE FROM THIRTY STORIES UP AND SPLATTERED ALL OVER PARK AVENUE!



Enough of the mad scientist routine. I'm hungry.

And since a plate of cold webbing and ketchup doesn't sound too appetizing --



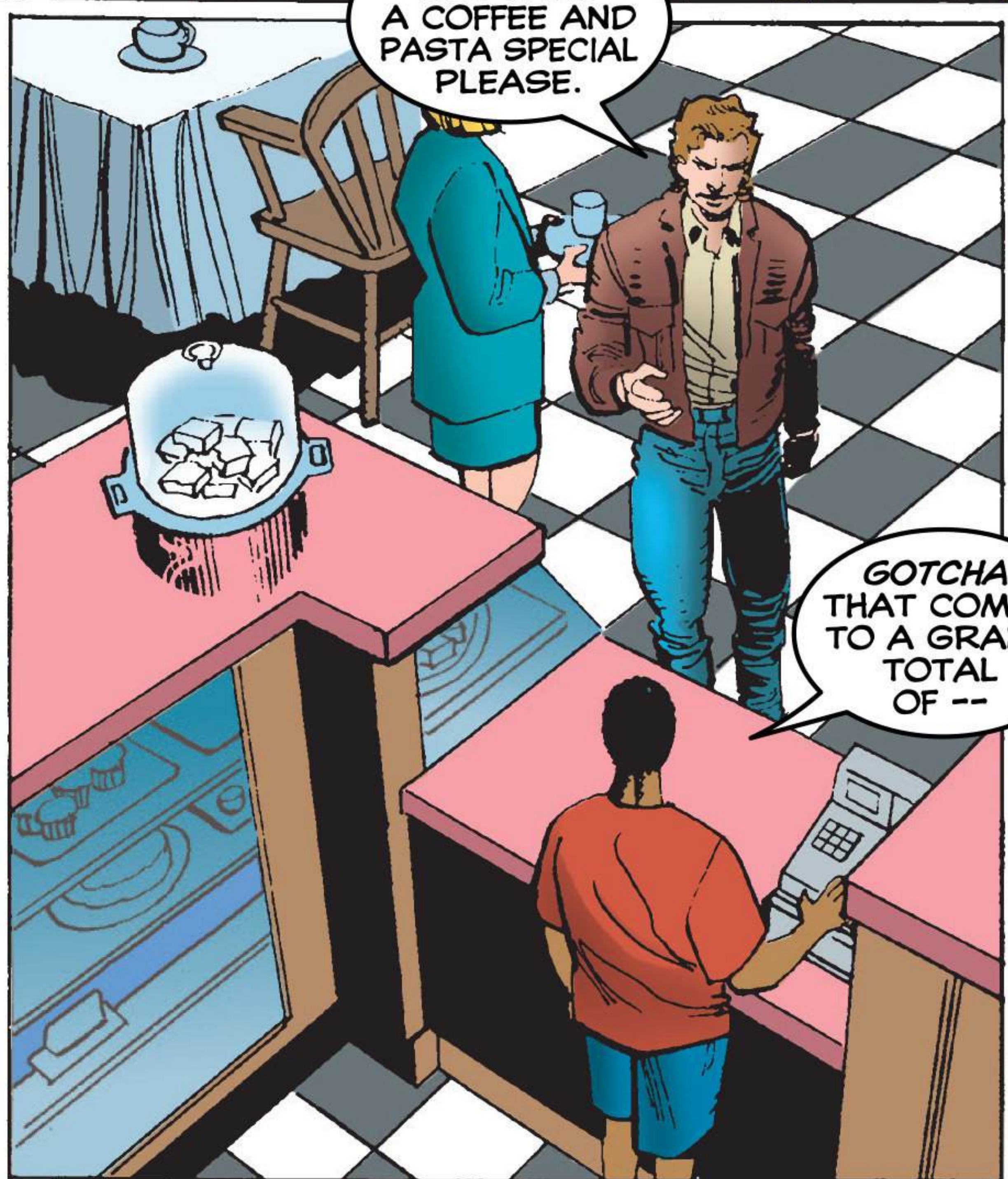
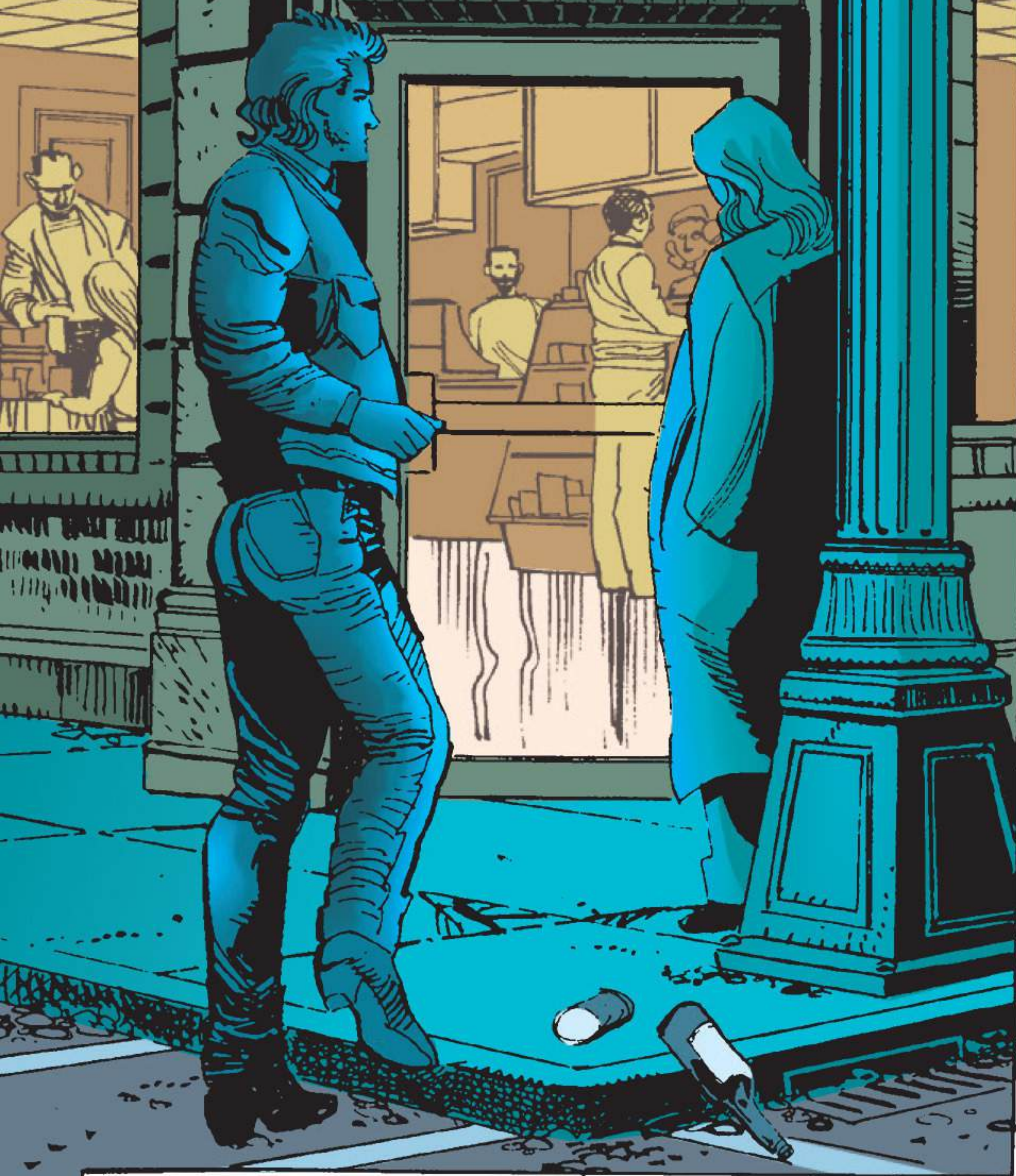
-- I might as well scrounge up some chow.

Some **CHEAP** chow at that.

Maybe I'll head over toward the Centennial University area.

This looks good! College students always know the best and cheapest places to eat, after all.

The Daily Grind



HI.
I'LL TAKE
A COFFEE AND
PASTA SPECIAL
PLEASE.

GOTCHA.
THAT COMES
TO A GRAND
TOTAL
OF --



-- \$5.15.

Oh.

AHEM.
I'M A LITTLE
SHORT.

I
ONLY HAVE
FOUR DOLLARS
AND NINETY CENTS.

WELL, NOW! WE CAN'T
HAVE YOU WALKING
AWAY HUNGRY NOW,
CAN WE?

MOM!

GEE,
THANKS,
BUT I
CAN'T --

DON'T MIND MY BOY'S
ATTITUDE, MISTER.
I FIRED SOME
DISHONEST
EMPLOYEES, SO
DEVON WAS PRESSED
INTO SERVICE.

YOU LOOK
DOWN ON YOUR LUCK.
THE EXTRA TWENTY-
FIVE CENTS ARE ON ME.

Oh. WELL,
THANKS.
**THANKS
A LOT!**

*She thinks
I'm homeless
or something!*

*Do I really look that
bad? No WONDER
Anna Watson thought
something was wrong
with me!*

*I've become a
CHARITY CASE!*



I must be **CRAZY** to think I can pick up as **SPIDEY** again!

If I can't afford a place to live or a box of crackers --

-- how in the world am I ever going to get a **NEW COSTUME**?

HEY, WHAT'S THE **COMMOTION**?

PRESENTING, LIVE AND IN PERSON, HOT OFF THE CENTENNIAL UNIVERSITY FASHION DEPARTMENT RUNWAY --

THANKS FOR WEARING MY DESIGN IN THE FASHION SHOW, DESIREE! WITH YOU MODELING THAT DRESS --

-- I COULDN'T **HELP** BUT WIN!

NATURALLY.

-- THE **ONE AND ONLY** --

WILL YOU WEAR **MY** NEXT CREATION, DESIREE?

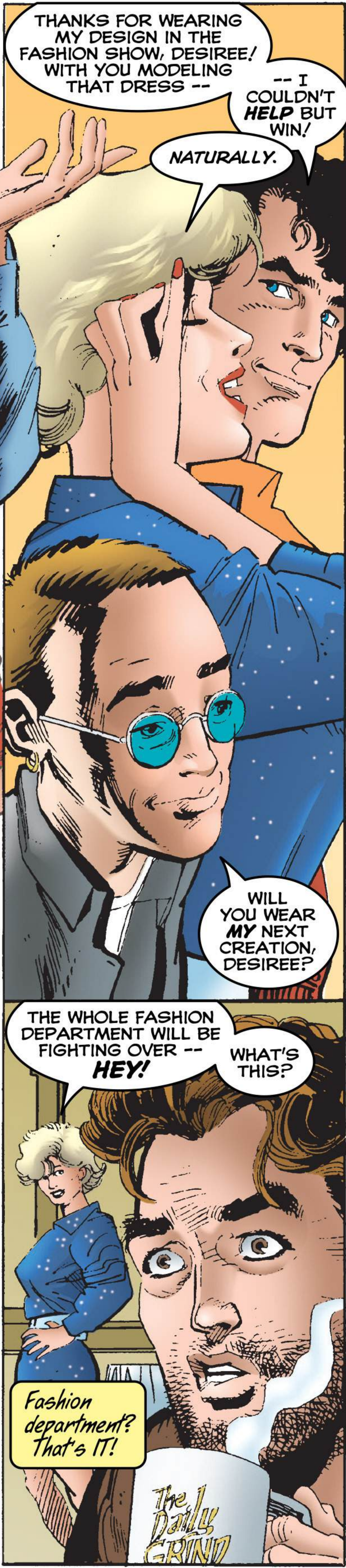
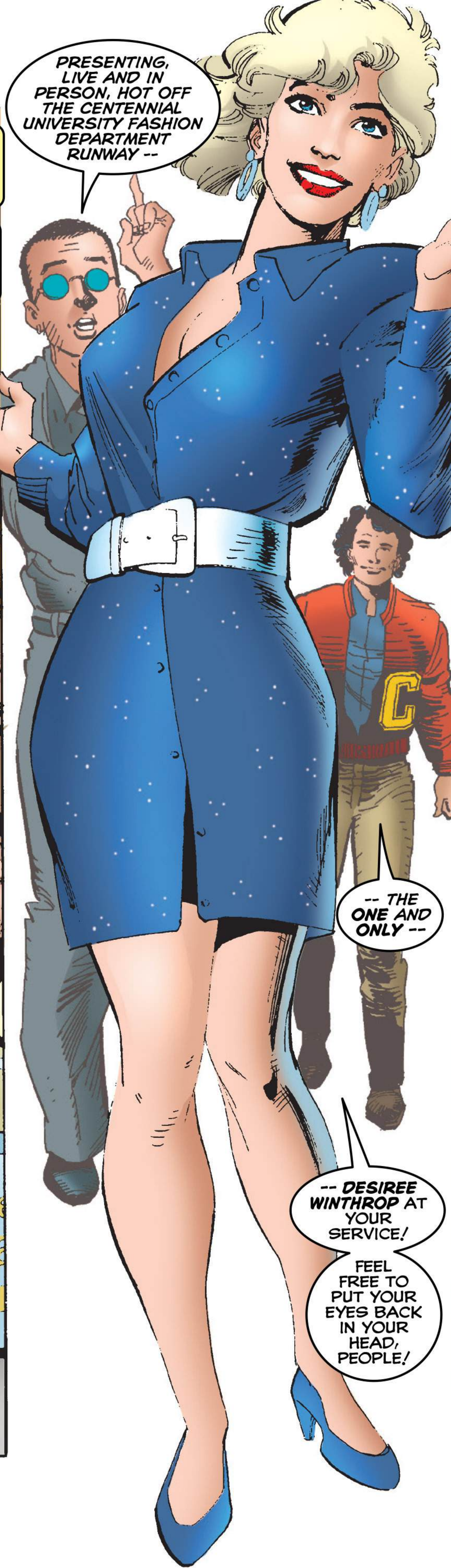
THE WHOLE FASHION DEPARTMENT WILL BE FIGHTING OVER -- **HEY!**

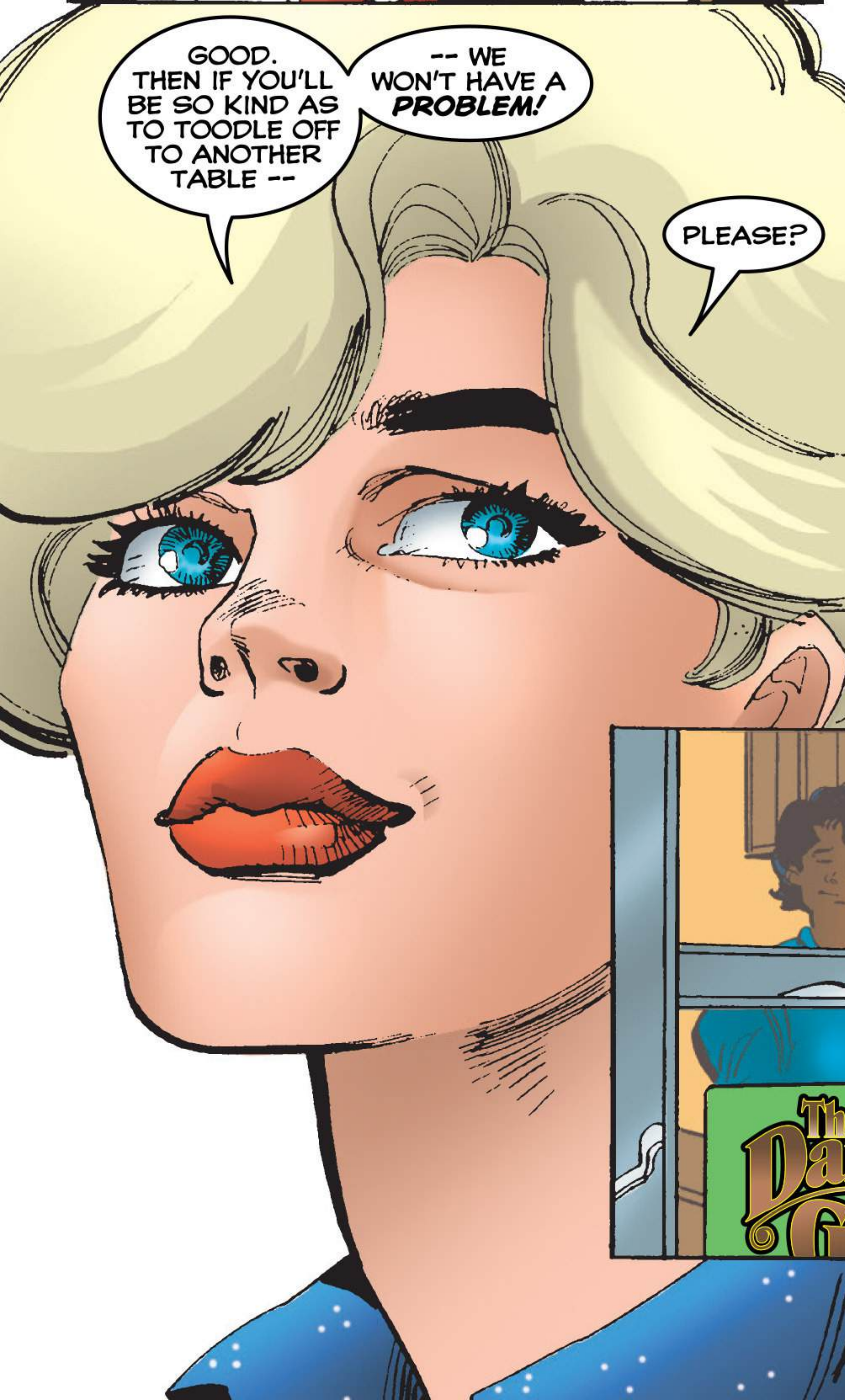
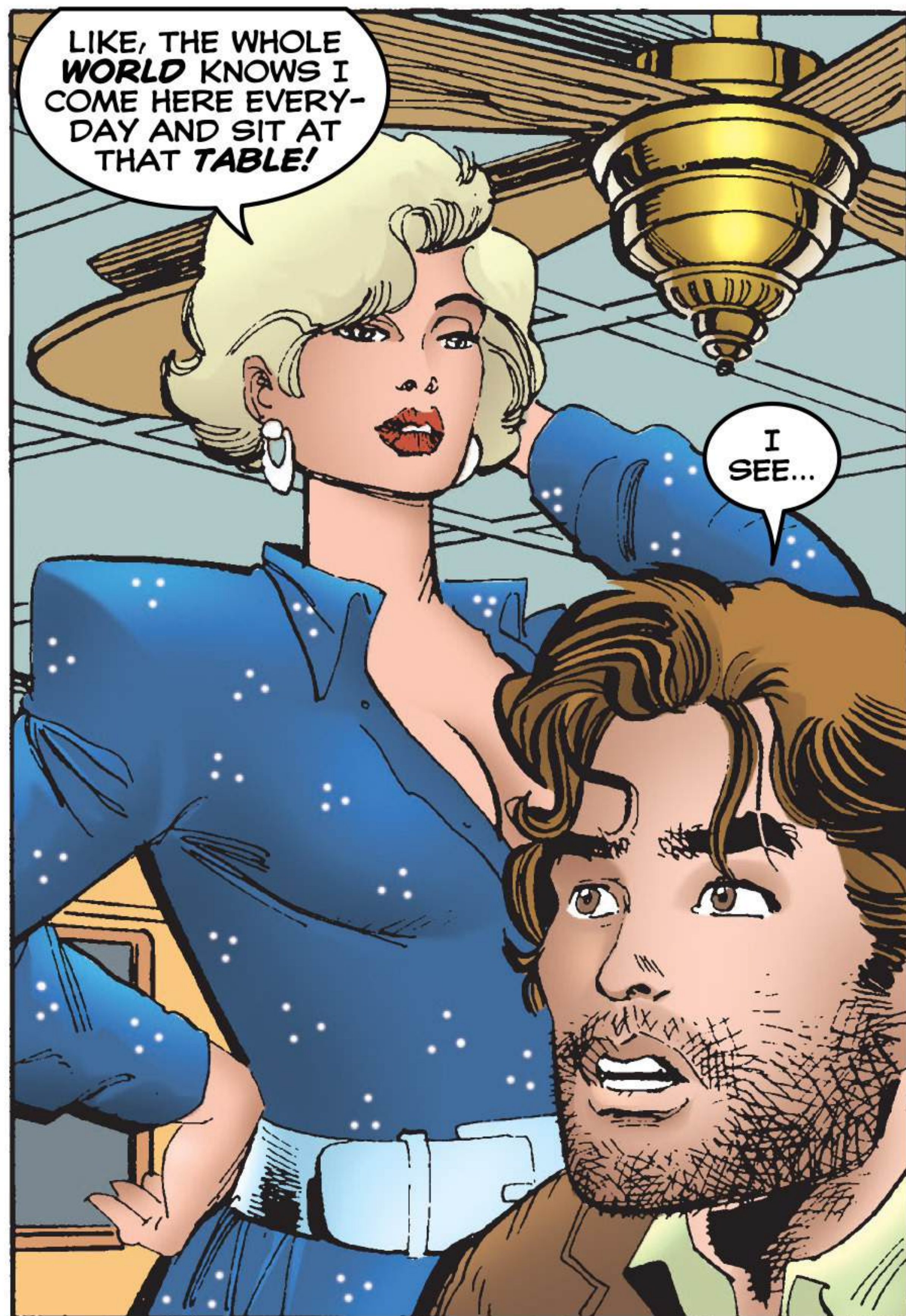
WHAT'S THIS?

-- **DESIREE WINTHROP** AT YOUR SERVICE!

FEEL FREE TO PUT YOUR EYES BACK IN YOUR HEAD, PEOPLE!

Fashion department? That's IT!

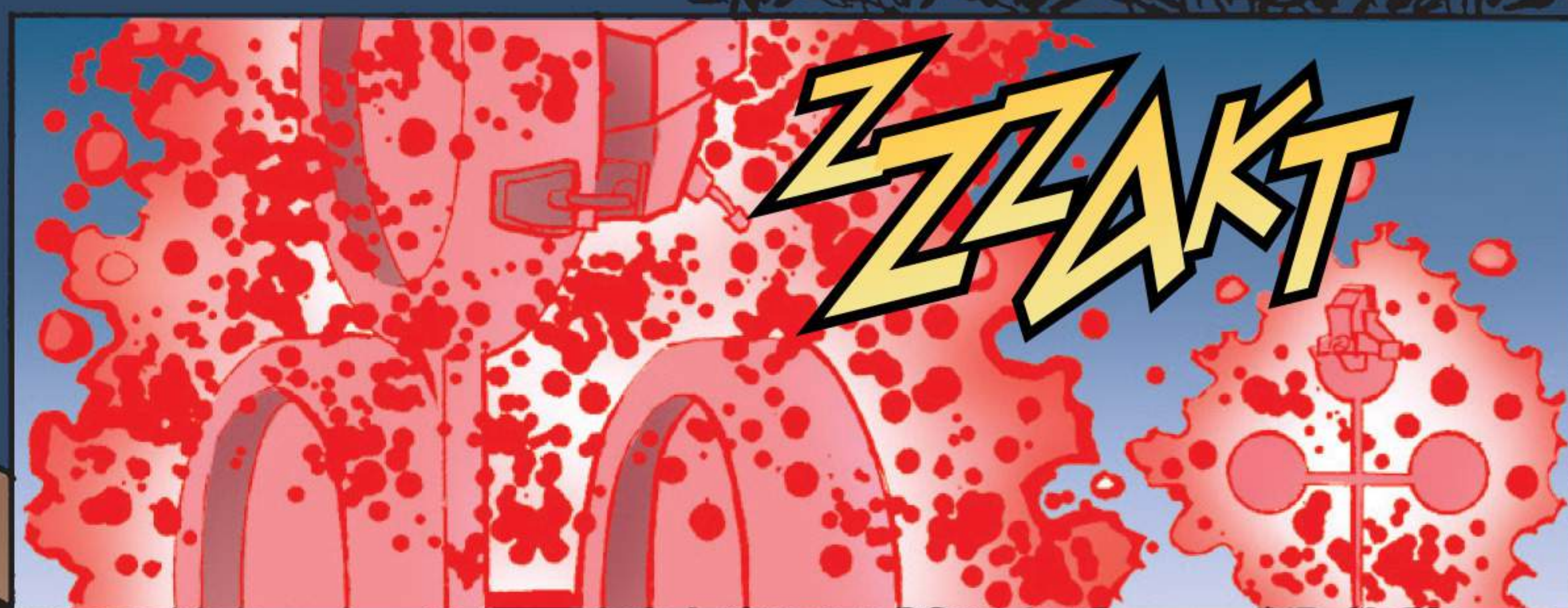
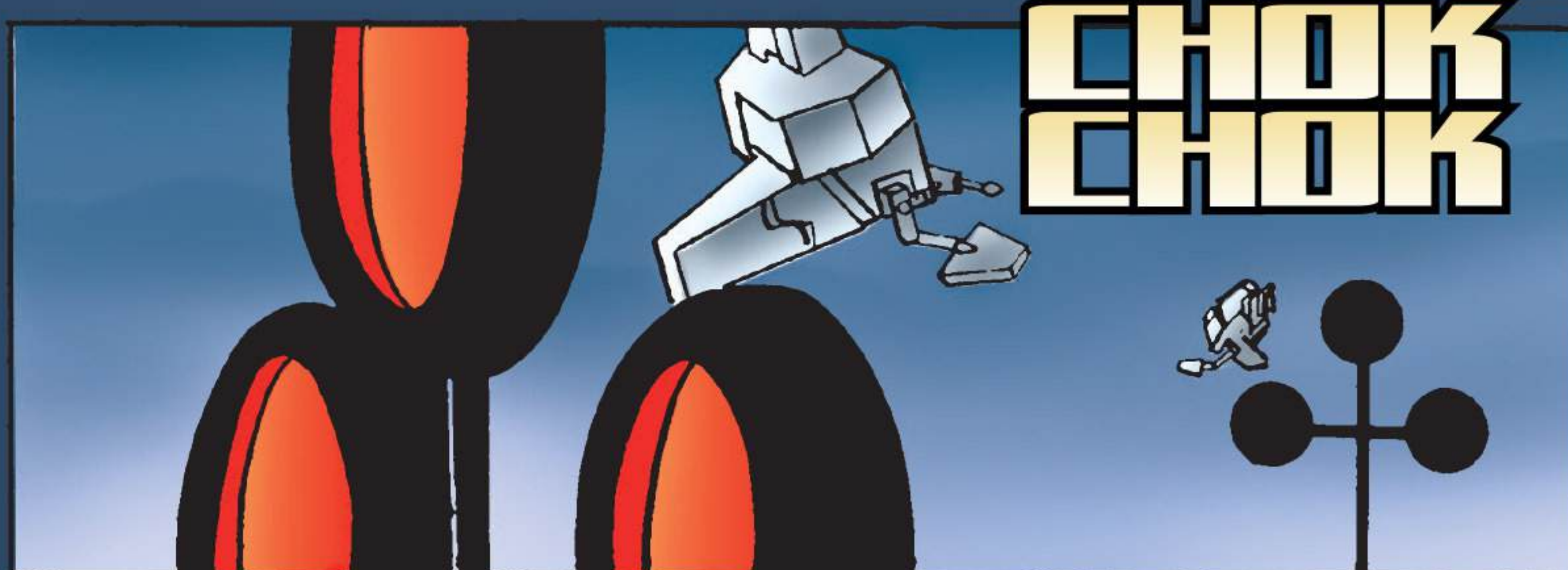
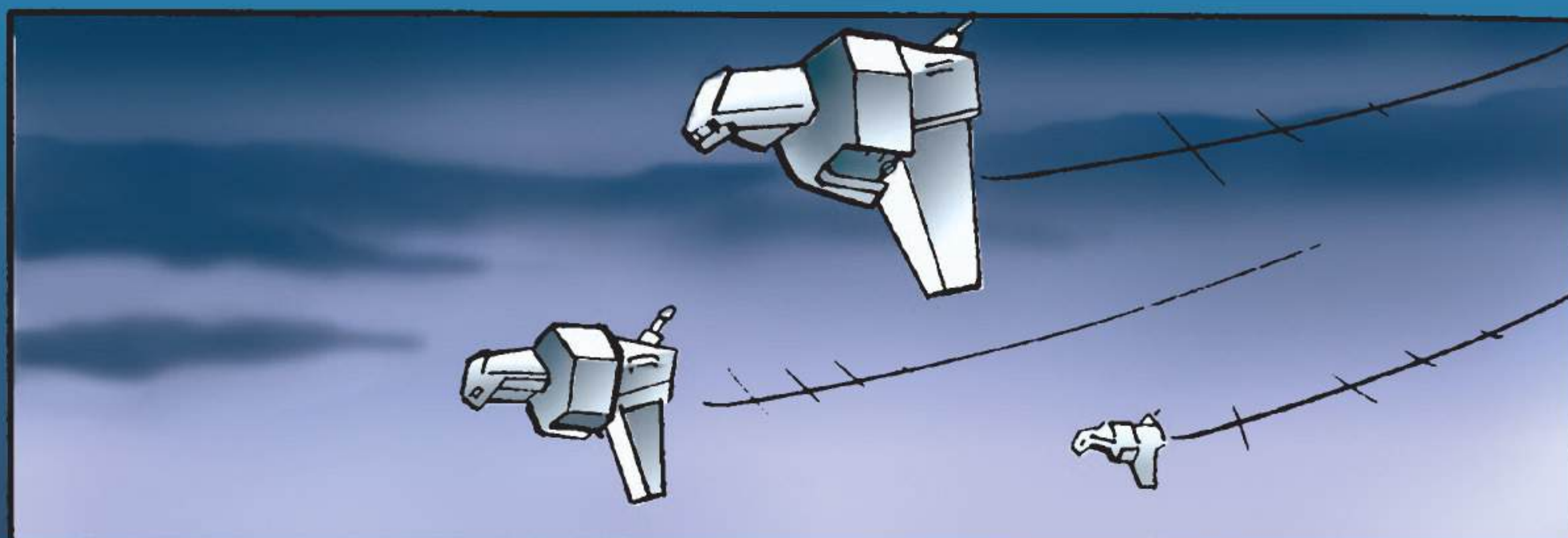
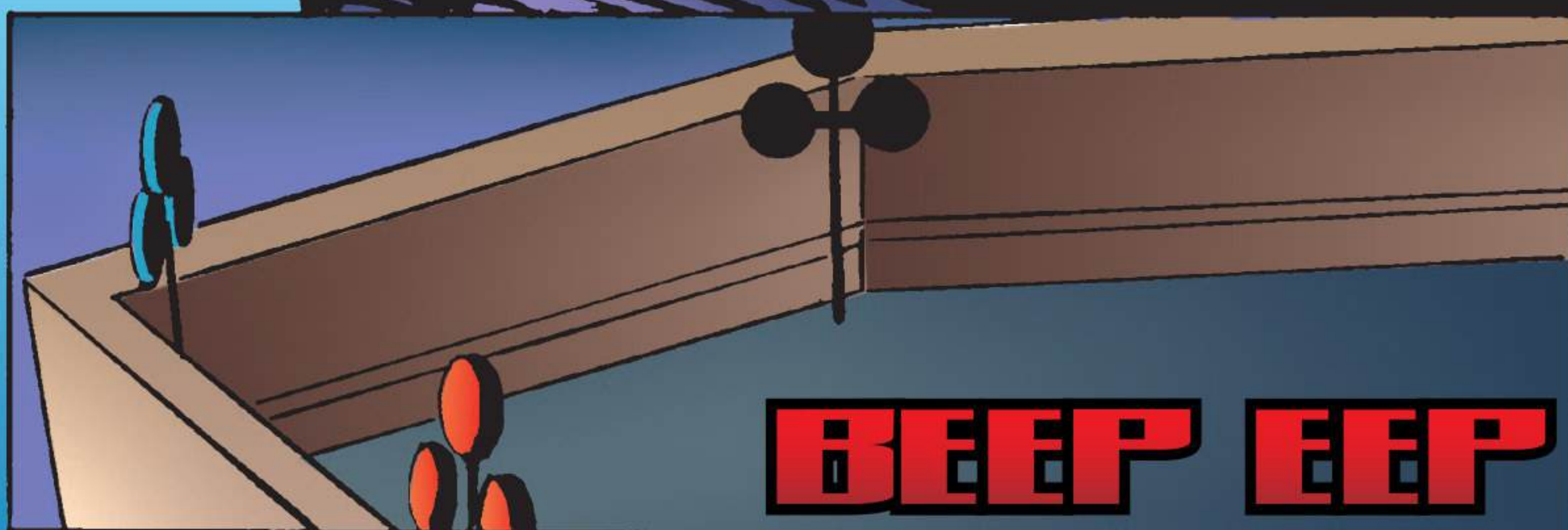




The FASHION DEPARTMENT! The perfect place for a costume --

-- and the University is nearby, too. Right across the street from --

-- THE NEURAL PORT COMPLEX!



NEURAL PORT COMPLEX

I never realized
CENTENNIAL was
so BIG!



BINGO!



No way that I'll swipe any
good fabric, but I know
enough about fashion shows --

I've poked my head into
two dozen windows and
still haven't found the
fashion department!



-- to know
there's always
a DISCARD bin
for fabric
remains!

Look out, world!
SPIDER-MAN is
going to FLY again!

Or is that
SWING?

RAG BAG



The big question is, do I go with the old, classic look?

Or try something NEW and DARING?

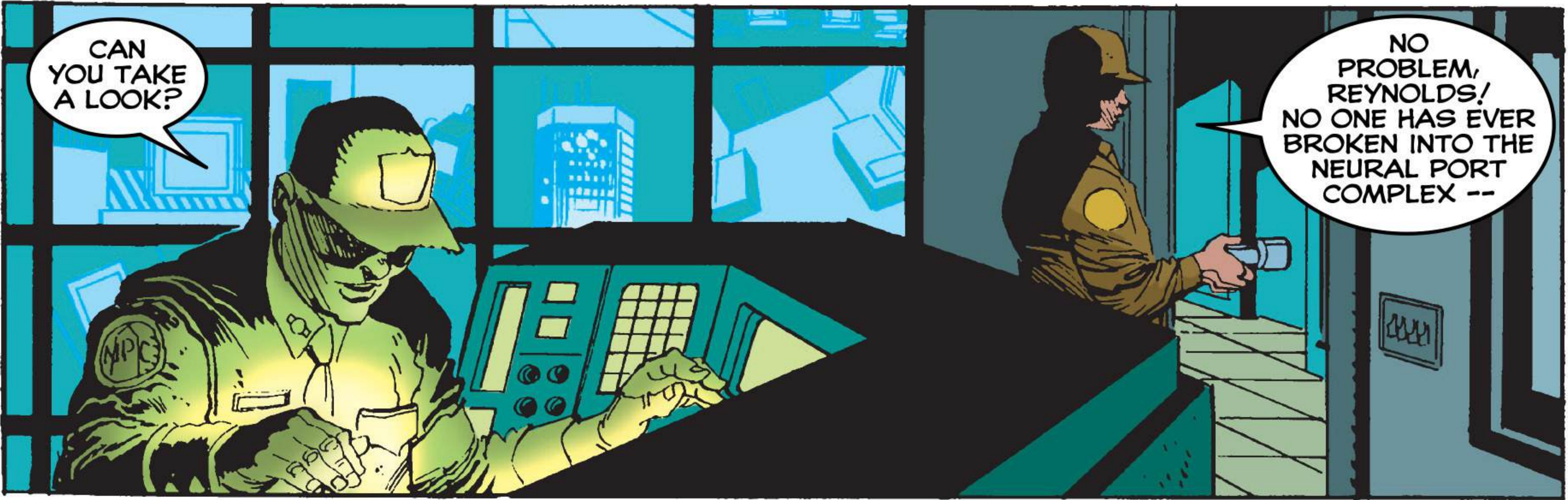
Nah. A CAPE doesn't cut it.

No. Too X-MEN.

Too ASGARDIAN.

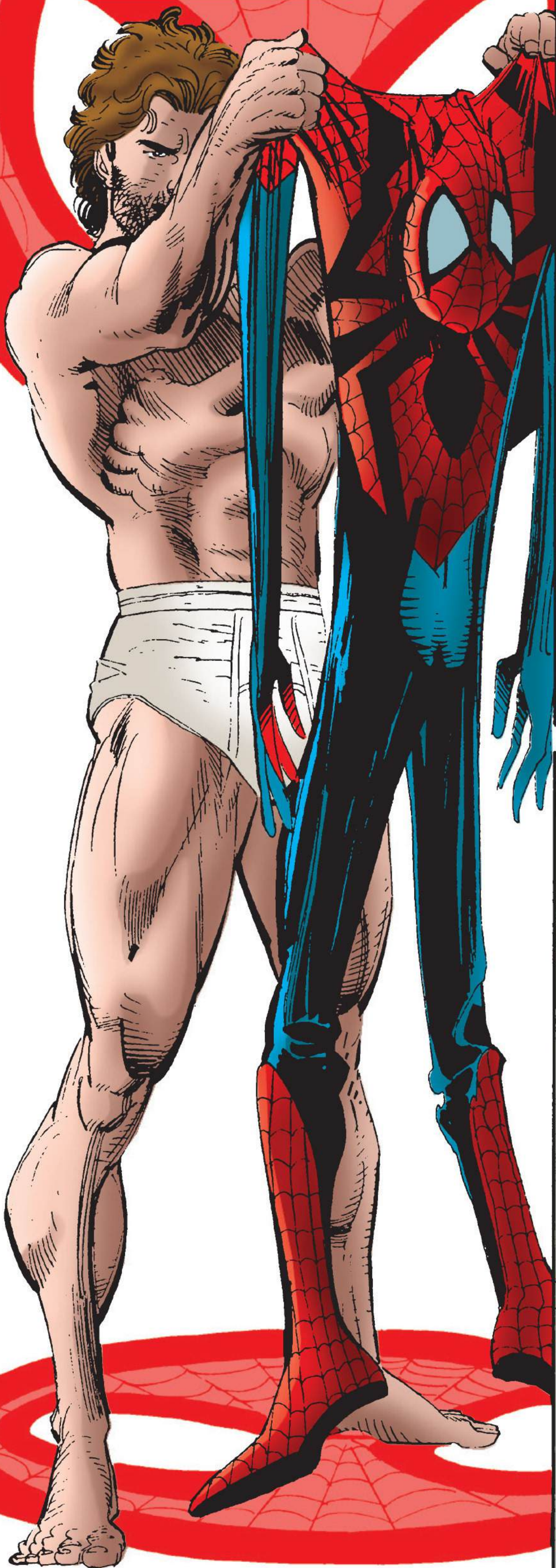
TOO UGLY!

This is going to be harder than I thought!



WOW! Sewing this costume...
refilling my web shooters...

...all I can think of is the
FIRST day I ever did this
back in HIGH SCHOOL!



Has it
been that
LONG?



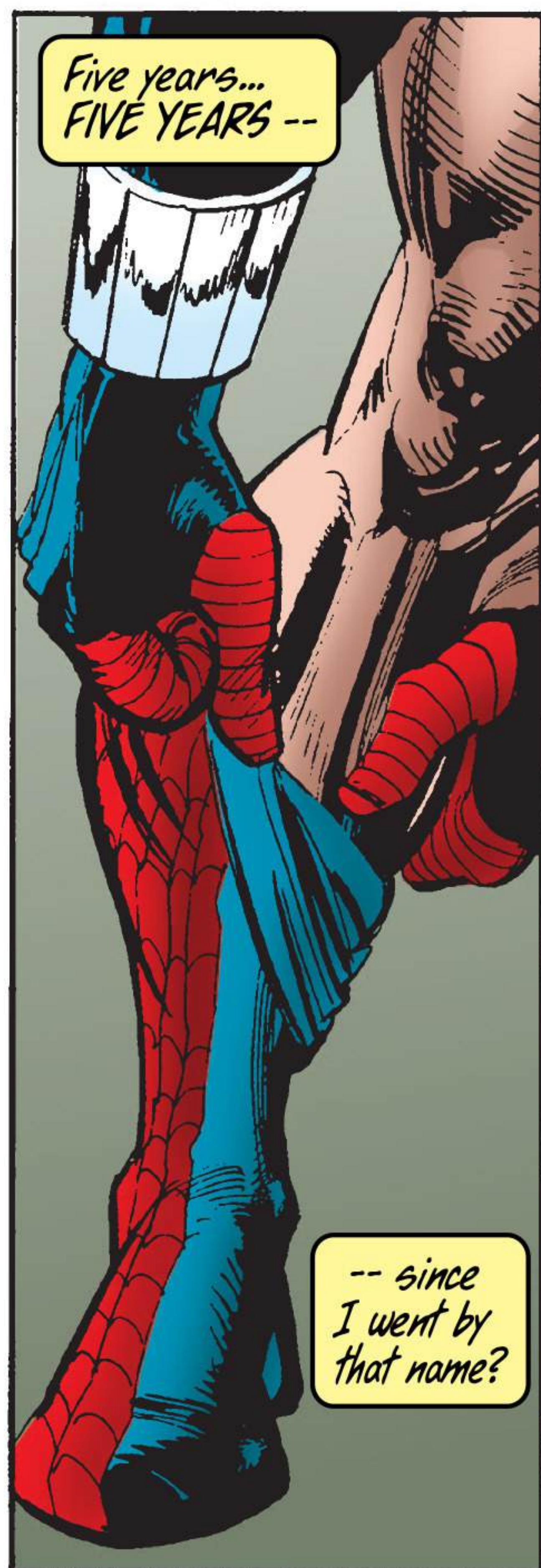
So many years since I
first became SPIDER-MAN?

No WONDER it's like the
first day all over again!



Hey, not bad! Look out,
Calvin Klein! There's a
NEW designer in town!

Five years...
FIVE YEARS --



-- since
I went by
that name?



Nice thing about a fashion
department is that it has
everything!

In fact --

-- there's one other
thing I have to do --



-- to make this
transformation
COMPLETE!

AMAZING!
SENSATIONAL!

OUR
DIGITAL
IMAGERY
TRANSMISSION
CHIP, OR *DIT*-CHIP,
CAN ONLY BE
TERMED AN
UNQUALIFIED
SUCCESS!

PROFESSOR
RAMIREZ, YOU
ARE A GENIUS!
ALL I HAVE TO
DO IS CONJURE A
PARTICULAR
THOUGHT --

-- AND YOUR
DIT-CHIP IS ABLE
TO DIGITIZE IT AND
ELECTRONICALLY
REPRODUCE THE
IMAGE FOR ALL
TO SEE!

JUST WHERE IT MUST ALWAYS
STAY SINCE YOU ACTUALLY BUILT
THE *DIT*-CHIP IN THE SPACE
SHUTTLE'S WEIGHTLESS
ENVIRONMENT
WHERE --

THANK
YOU SO *MUCH*
FOR TELLING ME
JUST WHAT I
NEED TO
STEAL!

WHO --?

EVEN
NOW WE ARE
ONLY AFFORDED
A SMALL GLIMPSE
OF THE CHIP'S
ULTIMATE
POTENTIAL,
MR. HANKS.

ONCE
THIS CHIP
IS PROPERLY
APPLIED, THIS
MAY WELL
REVOLUTIONIZE
THE ENTIRE
ENTERTAINMENT
INDUSTRY!

AND IT
ALL EXISTS INSIDE
THIS SPHERE, IN A
UNIQUE, WEIGHTLESS
ENVIRONMENT!

THE NAME'S
ARMADA!

LET'S
JUST SAY
THAT MY
PETS AND
I ARE
HERE --

-- TO
TAKE YOUR
DEVICE TO A
MAN WHO CAN
REALLY
USE IT!

STEPHANIE,
PENELOPE...
YOU KNOW
WHAT TO
DO!

REEEP

BOOP BOOP

PLEASE!
IT'S MY **LIFE'S**
WORK! YOU
CAN'T --!

OH, OF
COURSE WE
CAN! PENELOPE
IS **QUITE** CAPABLE
OF LEVITATING
YOUR
SPHERE!

REEEP

THUK

AHHH!

Okayyy...so I've passed the
super hero FASHION test!

Now I gotta worry
about PERFORMANCE!

'Cuz in this
game, it's
not how good
you LOOK --

-- but how well
you do the job!

THWIP

WHIPPT

THWAP

Long range
shot -- NO
PROBLEM!

Here
goes!

Look out,
New York!





**YOUR
FRIENDLY
NEIGHBORHOOD
SPIDER-MAN**

**IS
BACK!**

**YEE
HAHHH!**



THIS IS **GREAT!**
I'D FORGOTTEN
WHAT IT FELT
LIKE TO SWING
THROUGH THE
CITY --

-- WITHOUT
MY SCARLET
SPIDER SWEAT-
SHIRT FLAPPING
IN THE
BREEZE!

WENDALL --
LOOK!

HUH?
LOOK AT
WHAT?



UP THERE!
IS THAT WHO
I THINK
IT IS?

THE
THREADS
LOOK A LITTLE
DIFFERENT, BUT
I THINK YOU'RE
RIGHT,
JESSICA!

I
KNEW
IT! IT'S
HIM!

**SPIDER-
MAN!**

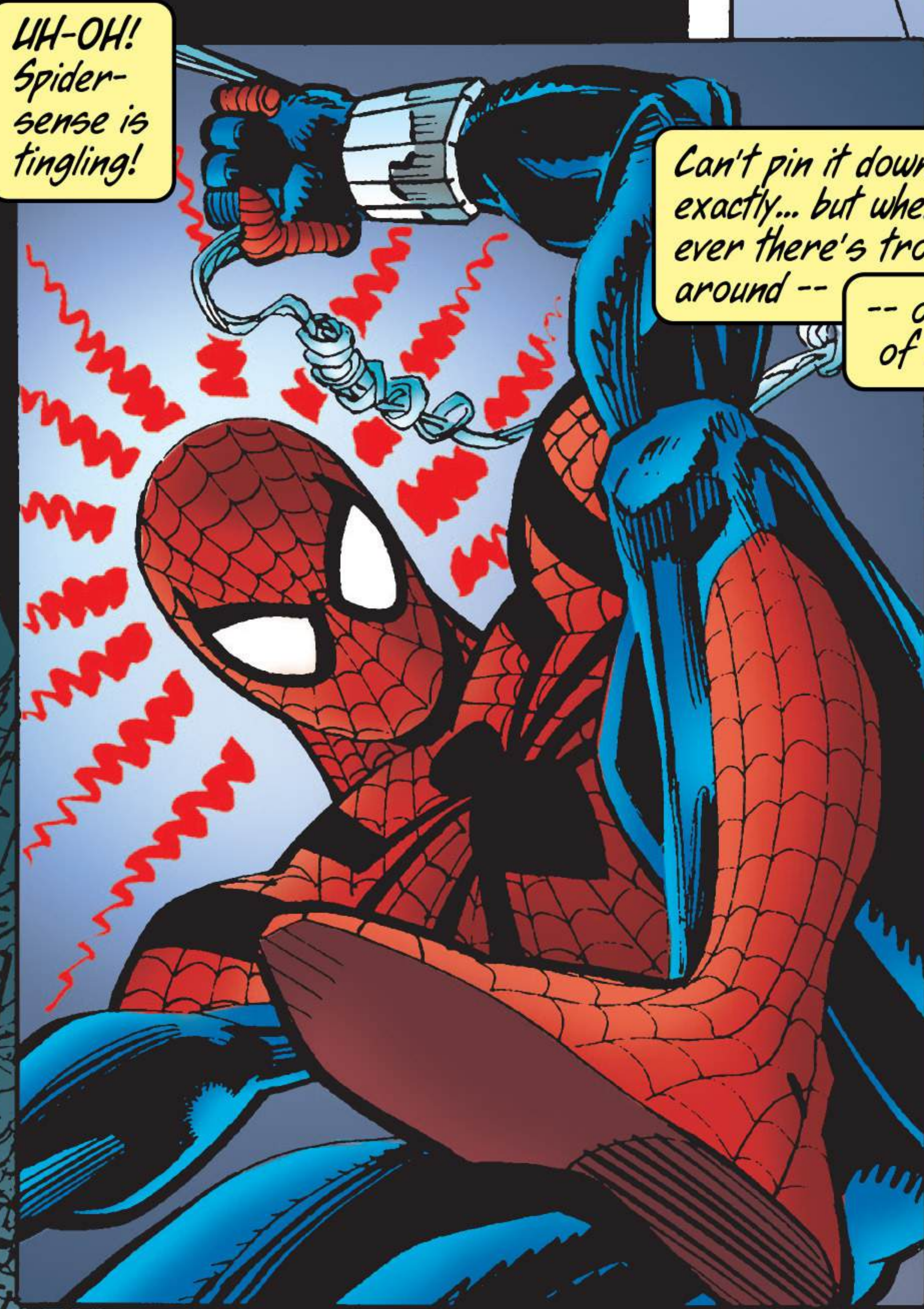
AFTER
ALL THIS
TIME...

...I WAS
BEGINNING
TO THINK I'D
NEVER GET
THE
CHANCE!

SEE
YA LATER!
I HAVE TO
GET MY
CAMERA!

**CAMERA?!
WHAT FOR?
JESSICA!**

JESSICA?



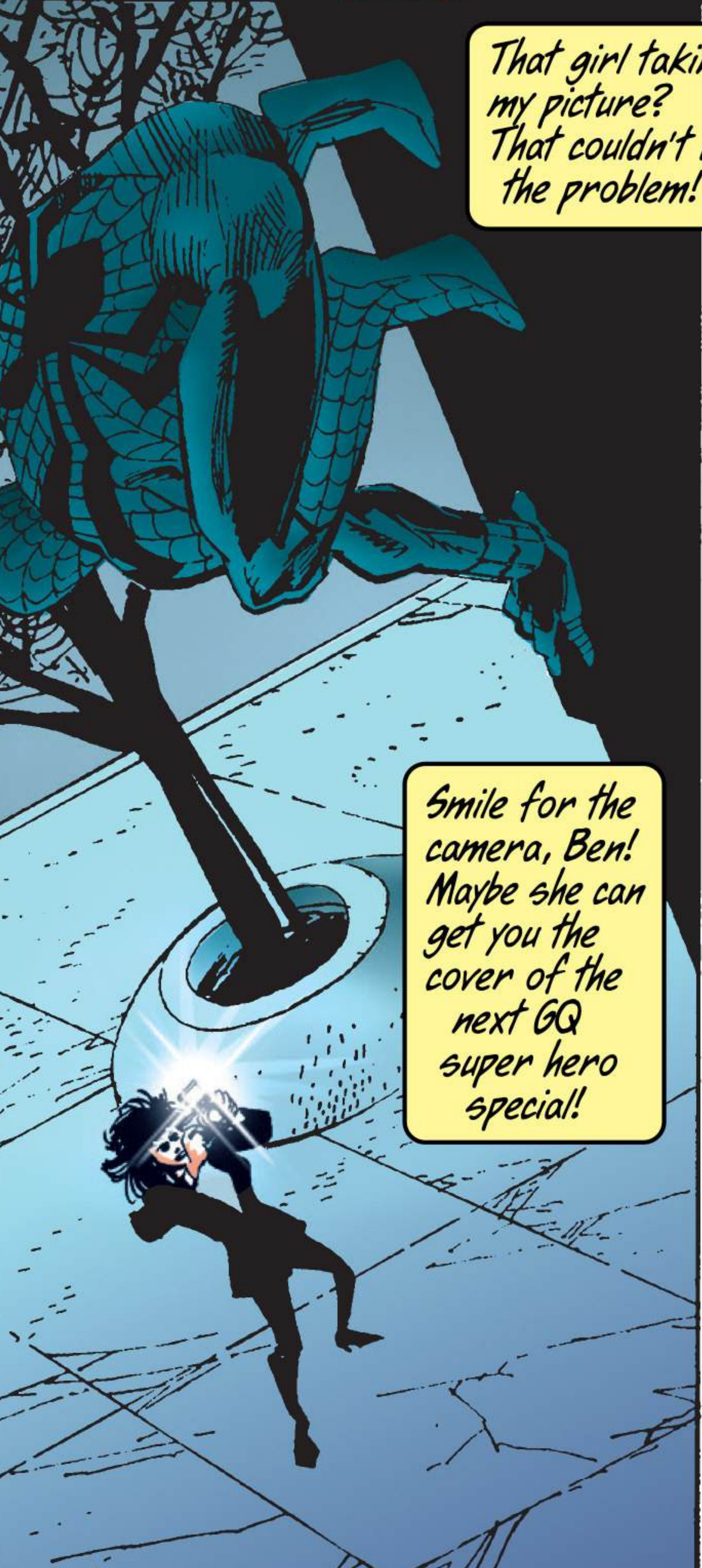
UH-OH!
Spider-
sense is
tingling!

Can't pin it down
exactly... but when-
ever there's trouble
around --

-- or some kind
of **THREAT** --



-- it alerts
me like a
three alarm
fire!



That girl taking
my picture?
That couldn't be
the problem!

Smile for the
camera, Ben!
Maybe she can
get you the
cover of the
next GQ
super hero
special!



If she's
not the
problem --

-- then it must be coming
from **INSIDE** this building!



Hey! I'm in the
**NEURAL PORT
COMPLEX!**

This **DEFINITELY**
smells like **BAD
NEWS!**

Next to Stark
Enterprises, this
place has one of
the toughest
security systems
going!

Looks like it's
been disabled --

-- a clear sign
something **NASTY**
is happening!

VERY
GOOD, MY
PET. NOW
THAT YOU'VE
SECURED THE
SPHERE --

-- WE CAN
DO AWAY WITH
THE GOOD DOCTOR,
HIS COMPUTERS, AND
THE MEANS TO EVER
CREATE ANY MORE
OF THESE!

BUT YOU
MUSTN'T!

I AM THE ONLY
ONE CAPABLE OF
MAKING THE CHIP
FUNCTION!



WAIT!
YOU MEAN...
YOU MEAN
YOU WANT TO
KILL ME?

OH, I
DO ENJOY
IT WHEN
PEOPLE
GROVEL.

YOU
SHOULD
REALIZE THOUGH,
THAT THE MAN I'M
WORKING FOR IS A
GENIUS -- QUITE
CAPABLE OF
OPERATING
YOUR **TOY!**

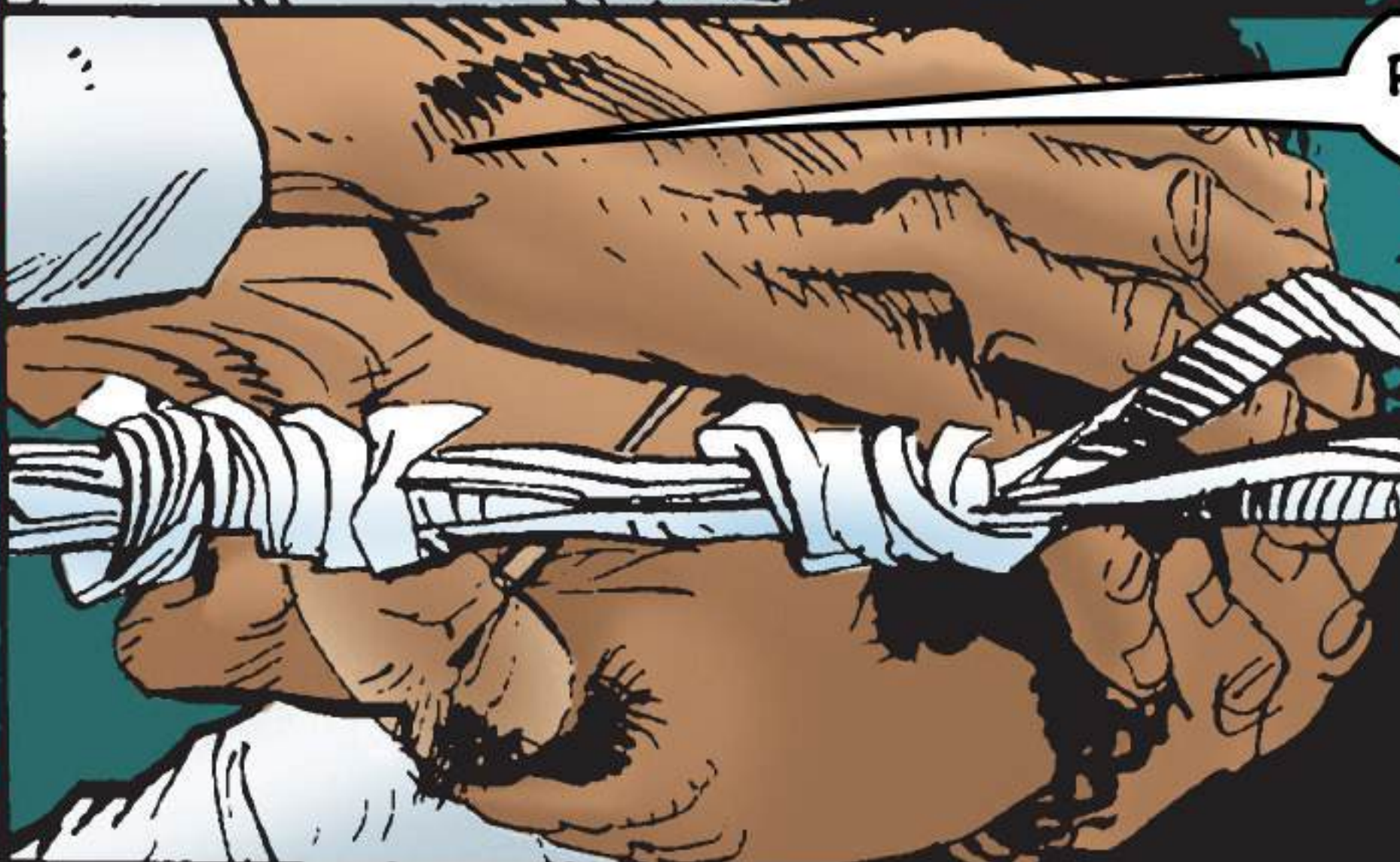


PLEASE --!

**KILL
HIM!**



BREEEP



PARDON MY
WEBBING!

THWAP

BREEEP



OKAY,
LET'S GET THE
PRELIMINARIES
OUT OF THE
WAY!

YOU
SAY, "IT'S
**SPIDER-
MAN!**"

AND
I SAY
SOMETHING
LIKE, "THAT'S AN
INSULT! IT'S
**AMAZING,
SPECTACULAR,
SENSATIONAL**
SPIDER-MAN
TO YOU!"



OR SPIDEY
FOR SHORT,
BUT THAT'S
ONLY TO MY
FRIENDS!

THAT
MAN! YOU
HAVE TO STOP
HIM FROM
STEALING
THAT
CHIP!

I
ASSUME
YOU'RE TALKING
ABOUT SOMETHING
MORE VALUABLE
THAN **POTATO
CHIPS** HERE!

ANNOYING
INSECT!



I'VE
ALWAYS
DREAMED OF
THE DAY WHEN
I MIGHT FACE
AN ADVERSARY
WORTHY OF MY
TALENTS!

ATTACK
HIM, GIRLS!
SHOW HIM WHAT
IT'S LIKE TO DIE
AT THE HANDS
OF --

ARMADA!

ARMADA?
WHAT KINDA
CORNBALL
NAME IS
THAT?

I MEAN,
MOST BAD
GUYS DON'T
NAME THEM-
SELVES AFTER
THE TOY BOATS
IN THEIR
BATHTUB!

THESE
SUCKERS
MAY LOOK
MORE HARMLESS
THAN FLYING
TOASTERS --

-- BUT
THOSE
BLASTS
HURT!

AND
THEY'RE SO
FAST THAT EVEN
I CAN HARDLY
LAY A FINGER
ON THEM!

REEP

WHOA!

REEP

SPTOWW

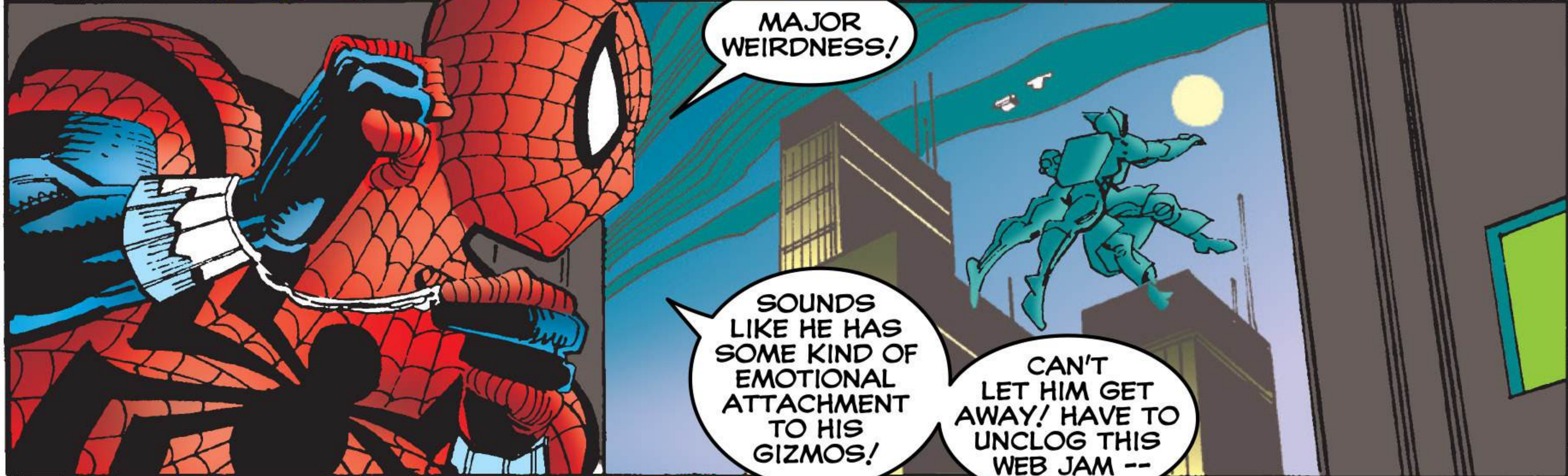
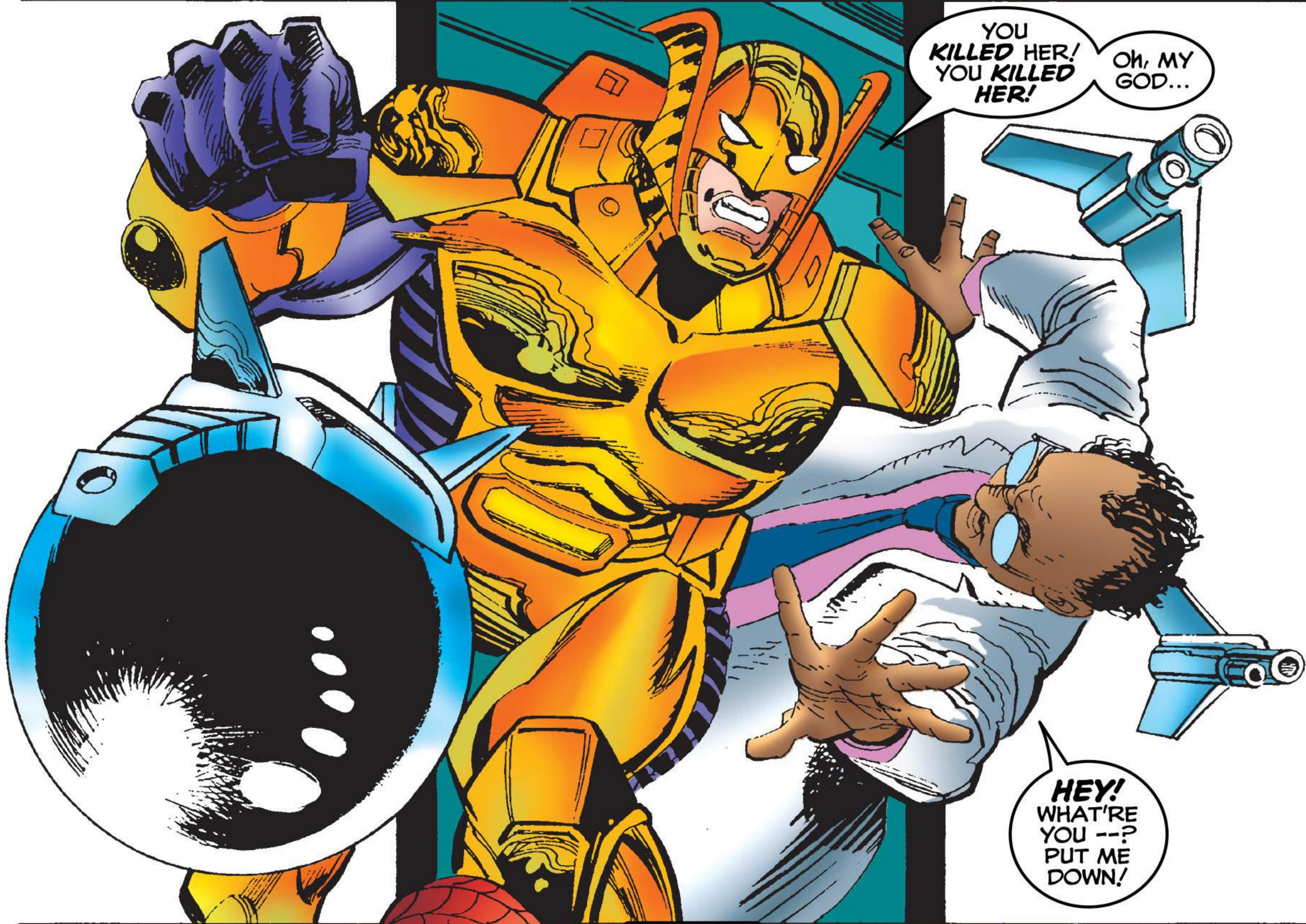
SO
INSTEAD
OF A FINGER,
I'LL BAG THEM
IN A WEB-NET
THAT CAN --

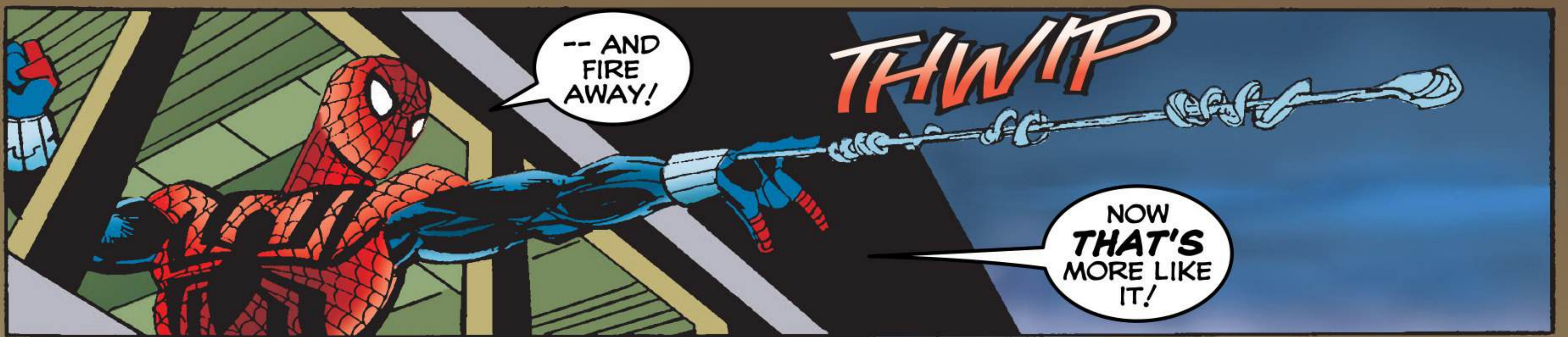
SQUIT

SQUIT

SQUIT?!

MY
WEB-
SHOOTERS
ARE
JAMMED!









THWAP

I MEAN, WHY DIDN'T I DECIDE TO DO SOMETHING SAFER?

IF I WANTED THRILLS AND DANGER AND LOTS OF RAMPANT VIOLENCE --

-- I COULDA BEEN A POSTAL WORKER!



HECK, THE AVENGERS GET PAID FOR PLAYING HERO!

ME, I'D SETTLE FOR A COUPLE OF COFFEE BREAKS A DAY!

HELLP!

HANG ON, DOC! ONCE I GET THIS WEB HARNESS RIGGED UP --

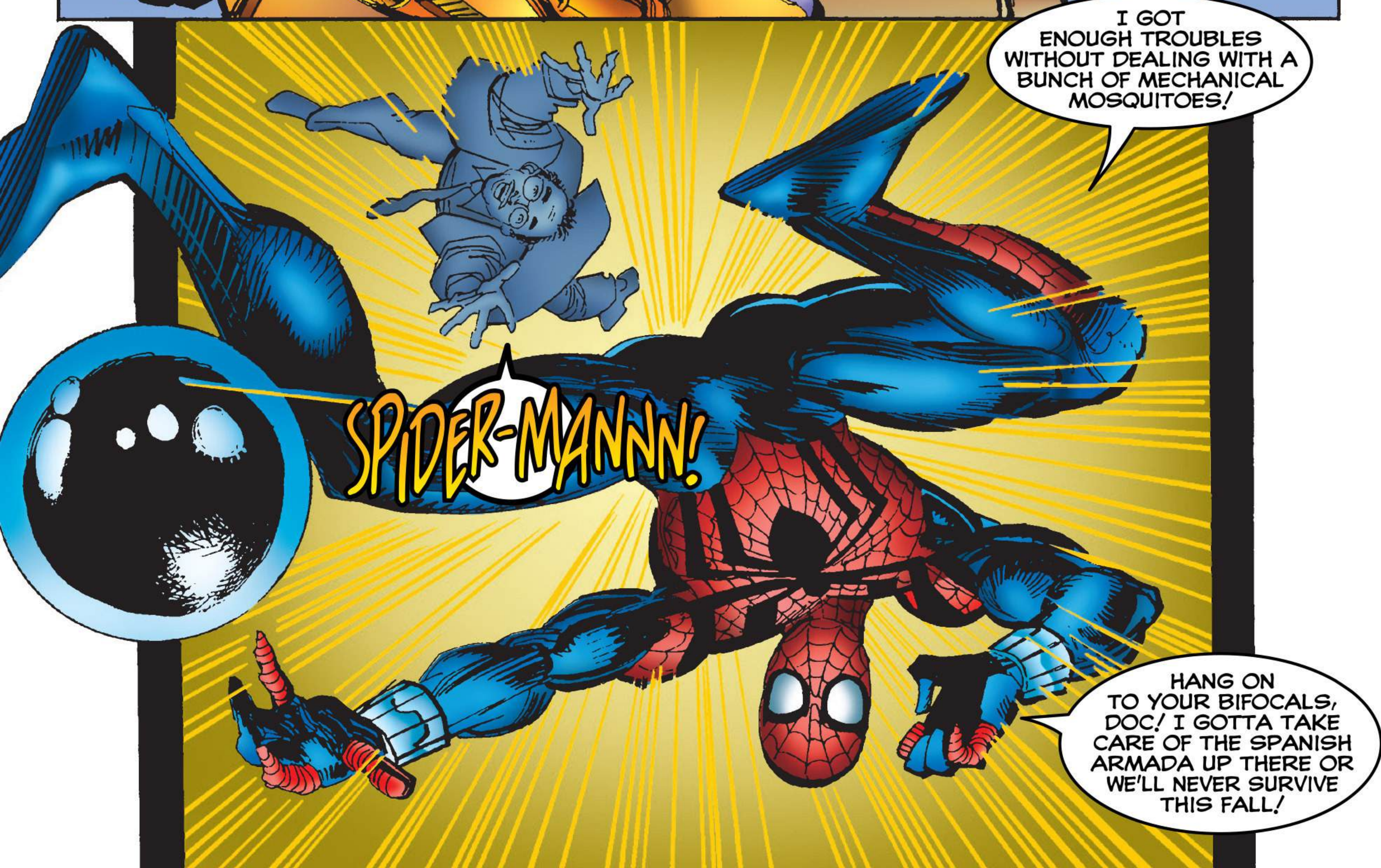
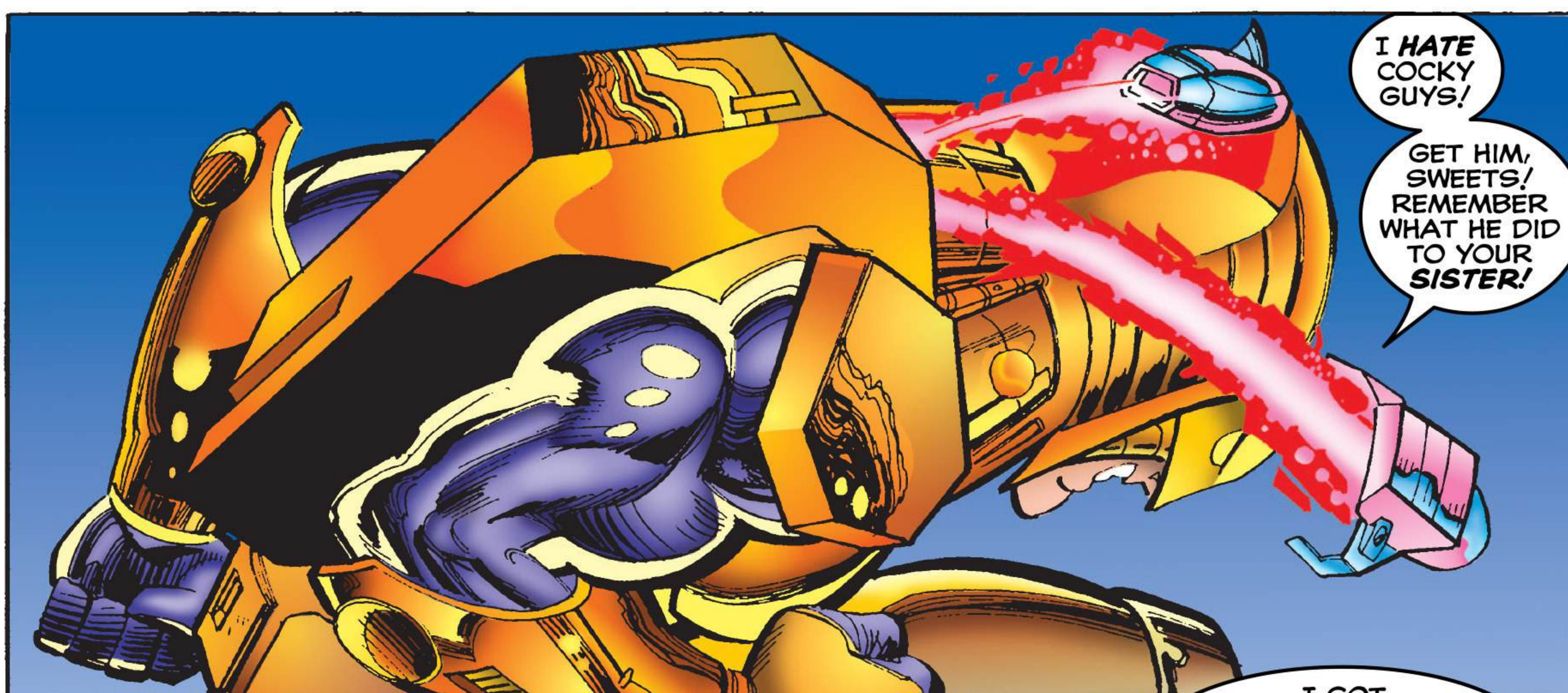
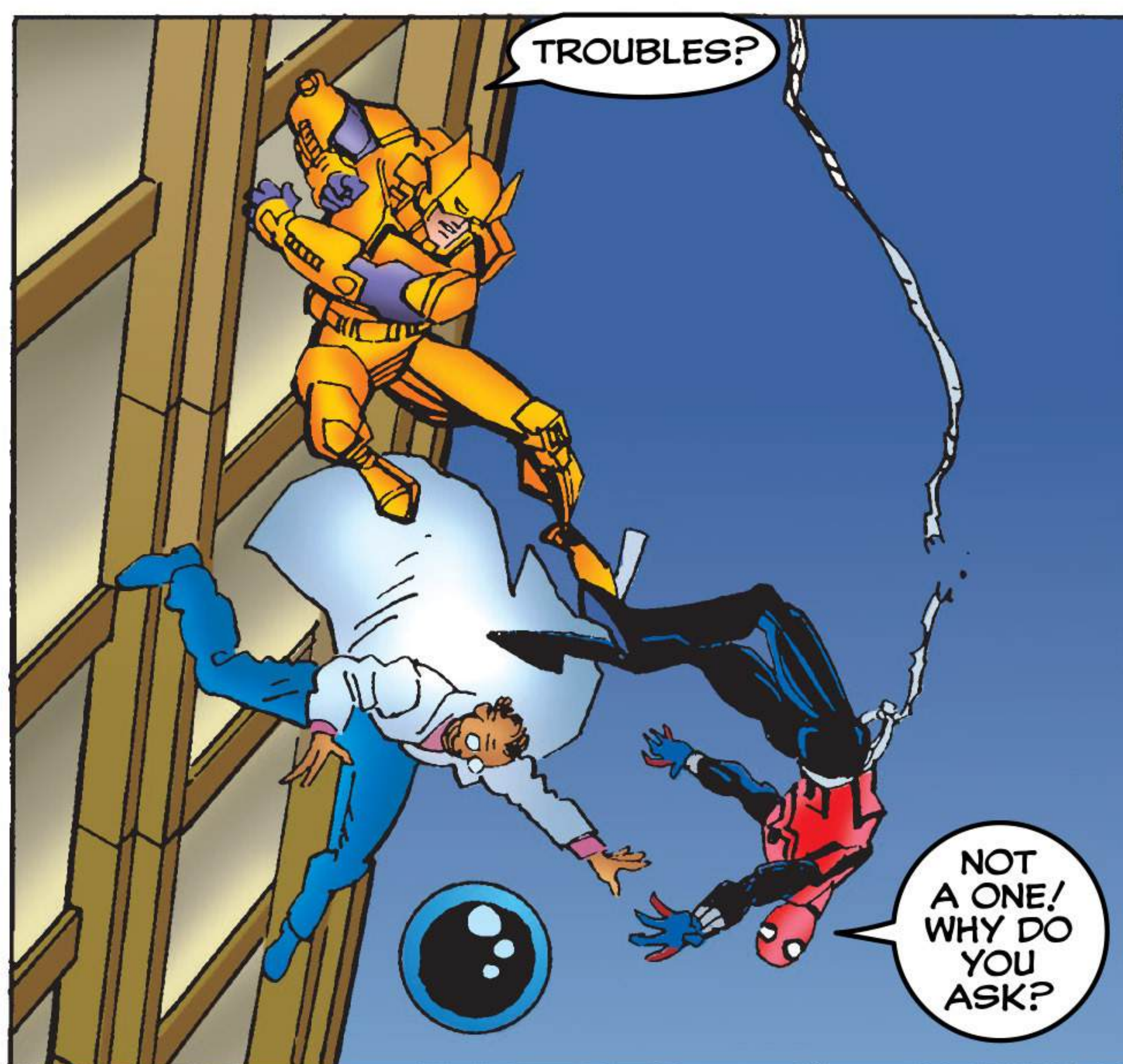
-- WE'LL
ALL BE
SAFE!

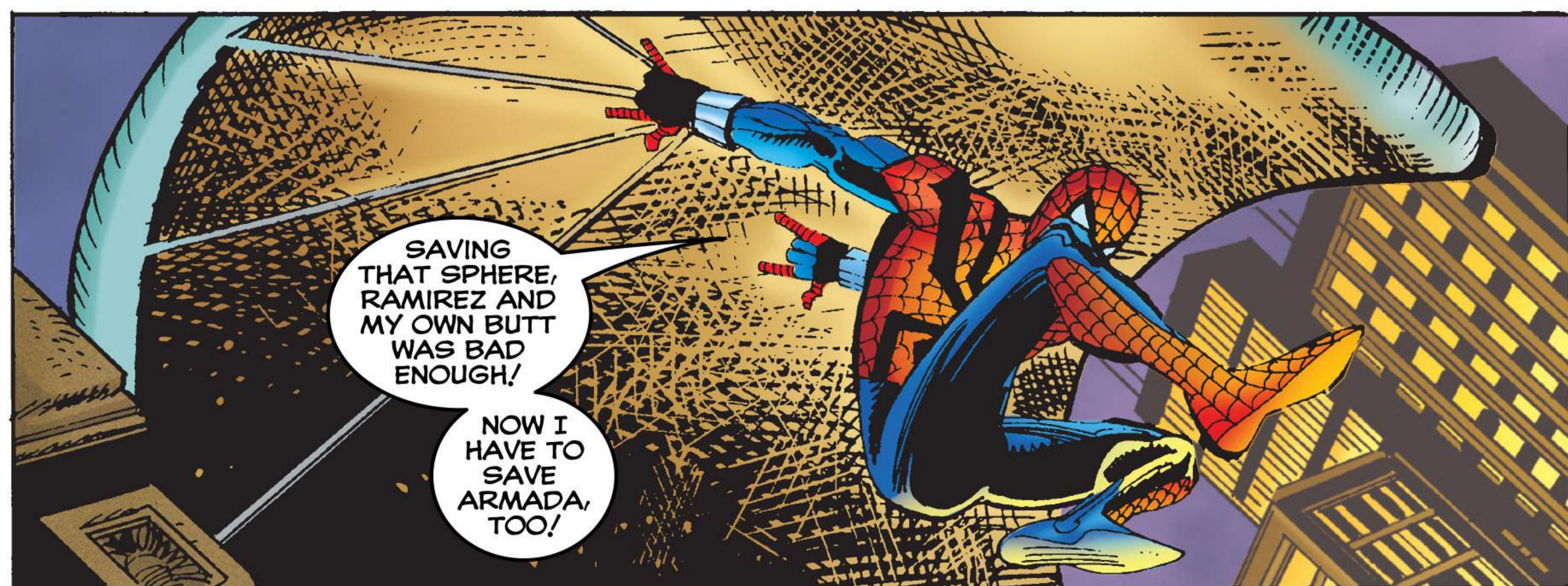
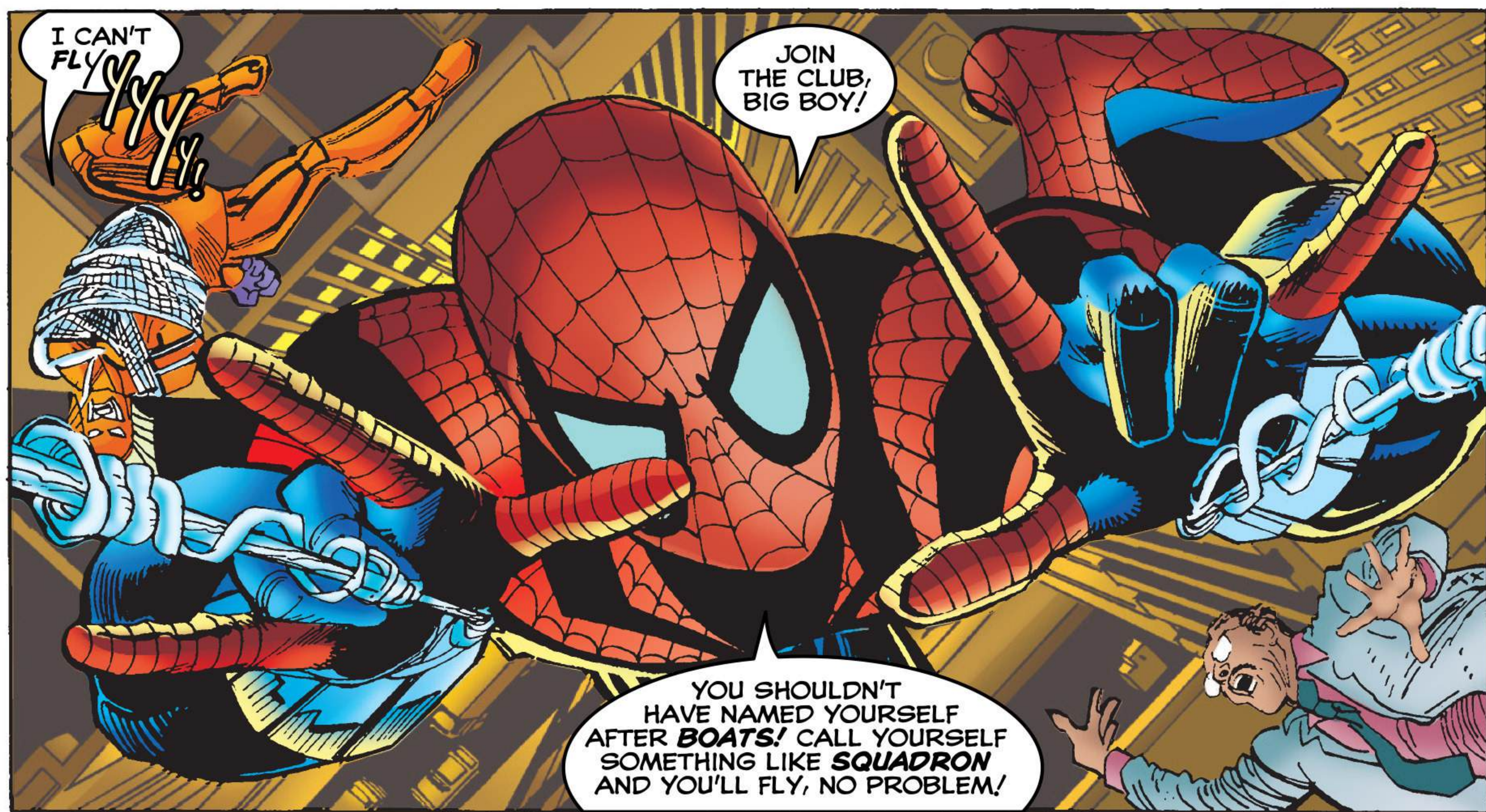
GIVE
ME THAT
SPHERE!

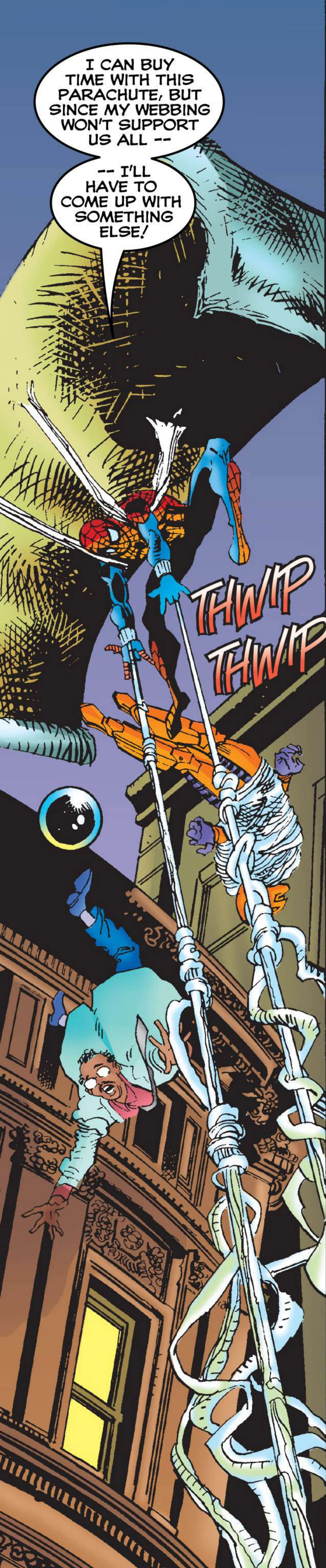
ARMADA!
LET GO, YOU
IDIOT!

THAT
ARMOR
OF YOURS
LOOKS REAL
HEAVY--









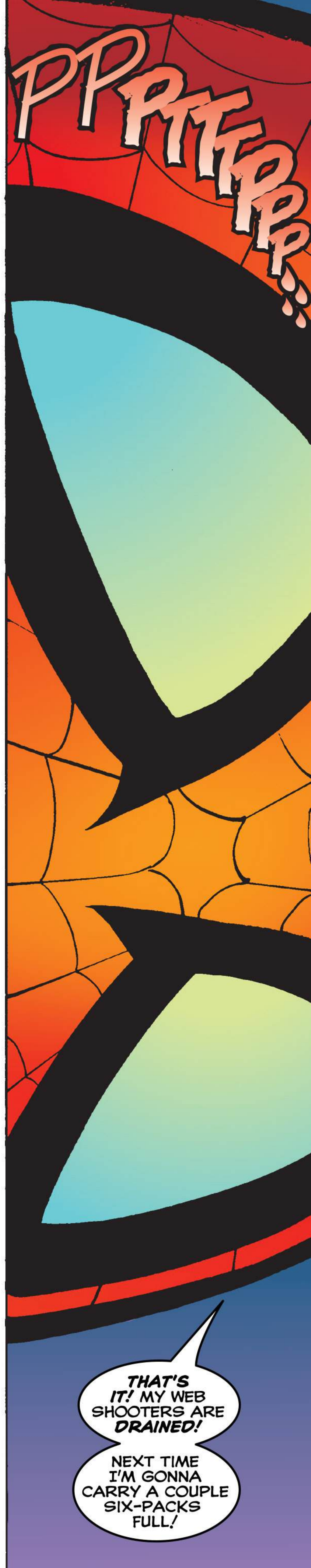
I CAN BUY TIME WITH THIS PARACHUTE, BUT SINCE MY WEBBING WON'T SUPPORT US ALL --

-- I'LL HAVE TO COME UP WITH SOMETHING ELSE!



ONE CHANCE! NOT MUCH TIME... AND I'M NEARLY OUT OF WEB FLUID --

-- BUT I'VE GOTTA TRY!



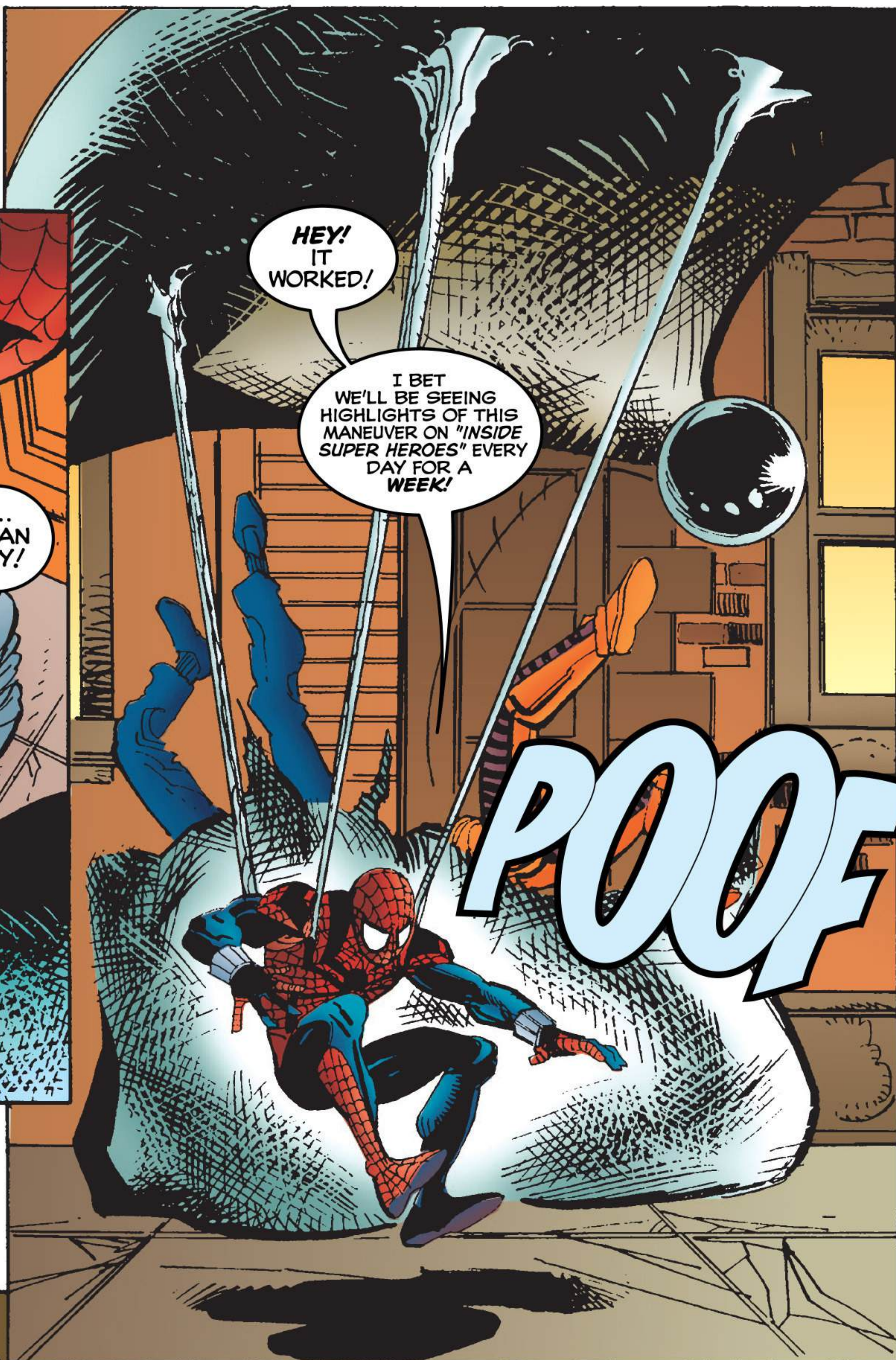
THAT'S IT! MY WEB SHOOTERS ARE DRAINED!

NEXT TIME I'M GONNA CARRY A COUPLE SIX-PACKS FULL!



DOC!
TWIST TO
YOUR LEFT OR
YOU'LL MISS
THE WEB-
CUSHION!

I...
I CAN
TRY!



HEY!
IT
WORKED!

I BET
WE'LL BE SEEING
HIGHLIGHTS OF THIS
MANEUVER ON "INSIDE
SUPER HEROES" EVERY
DAY FOR A
WEEK!

POOF



NOT BAD FOR
THE NEW SPIDER-
MAN'S FIRST
CASE!

MAYBE
I SHOULD
QUIT WHILE I'M
BATTING
1,000!

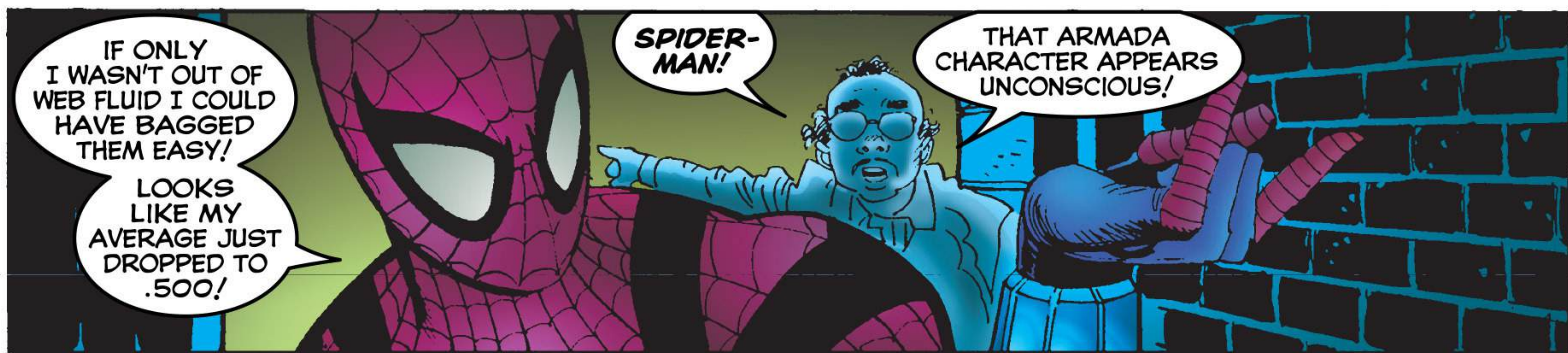
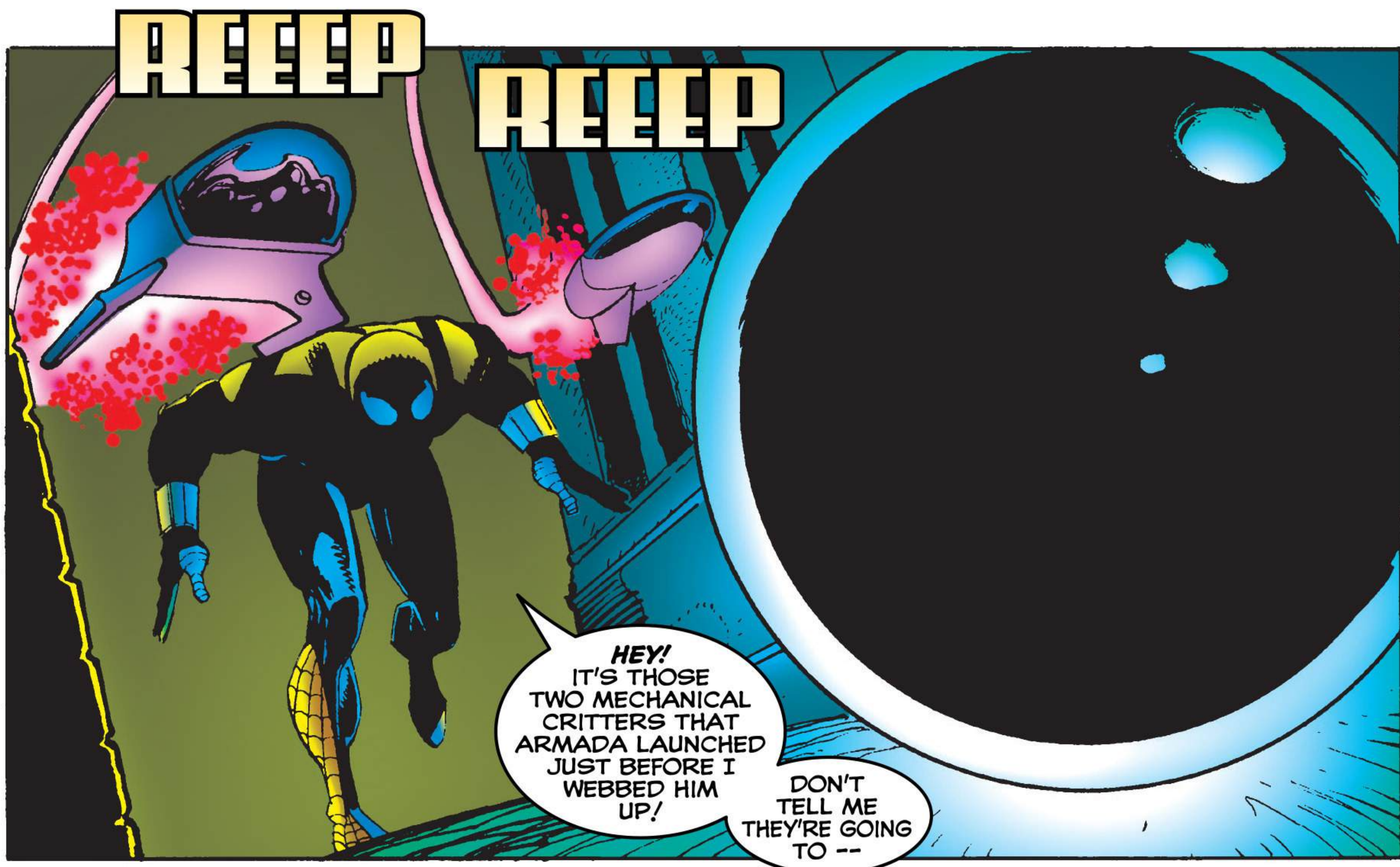
SPIDER-MAN/
THE *DIT-CHIP*
IS ROLLING AWAY!
IT *MUST* BE
RETRIEVED
OR --!



I KNOW,
I KNOW! THE
FATE OF CIVILIZATION
AS WE KNOW IT IS
HANGING ON THAT
CHIP!

SHEESH! I'M
SICK OF THESE
COMPUTER CHIP
CAPERS!

DOESN'T
ANYBODY
HEIST JEWELRY
ANYMORE?





A full-page comic book illustration of Mysterio. He is a tall, slender figure with a green, hooded cape and a green mask with white eye lenses. He wears a green and black tactical suit with multiple straps and buckles. He is standing on a dark, rocky ledge, looking down with a menacing expression. His right hand is raised, holding a large, ornate, green and black object that resembles a book or a shield. The background is a dramatic sky with blue and white clouds. The overall style is classic comic book art with bold lines and a limited color palette.

WE SHALL
MEET AGAIN
SOON ENOUGH,
SPIDER-MAN.

AND
WHEN
WE DO YOU'LL
RUE THE
DAY--

-- THAT
YOU EVER
CROSSED
THE PATH OF

MYSTERIO!

I spent the better part of the night looking for the chip, but didn't have any luck.

By morning, I had other matters to resolve.

Like squaring a debt with a lady who did me a favor.

The Daily Grind

GOOD MORNING!

LIKEWISE!
WHAT CAN I GET YOU?

A TALL LATTE PERHAPS?

They say you can't judge a book from its cover, but that isn't always true.

NO COFFEE THIS MORNING MA'AM.

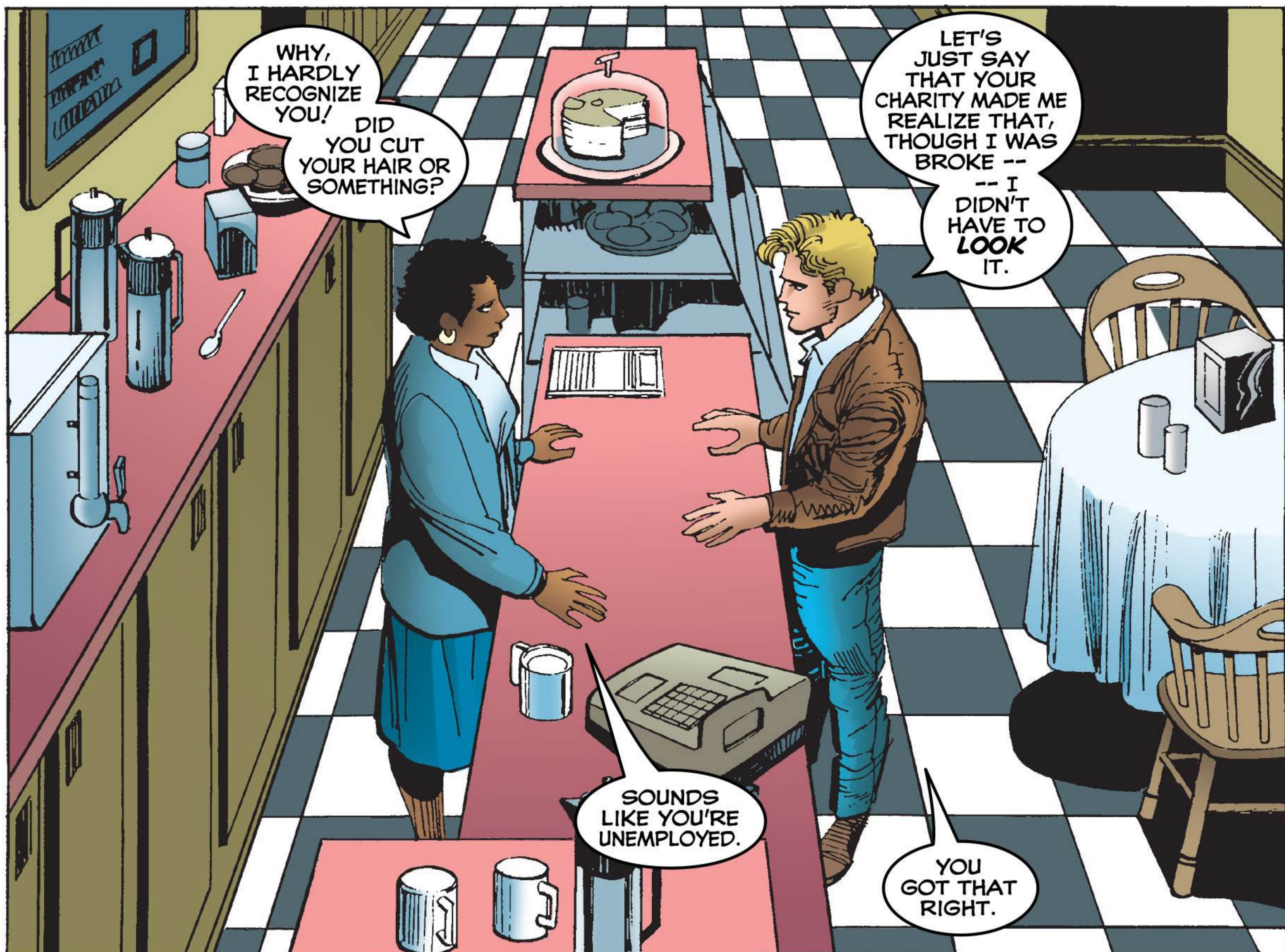
This woman radiates warmth and goodness like few others.

WHEN I WAS IN YESTERDAY, YOU WERE NICE ENOUGH TO FLOAT ME A QUARTER.

I'M HERE TO PAY IT BACK, AND BELIEVE ME WHEN I SAY THAT IF I HAD THE MONEY--

-- I'D TOP IT OFF WITH A LITTLE INTEREST!

SAINTS ALIVE! I NEVER EXPECTED YOU TO COME BACK!

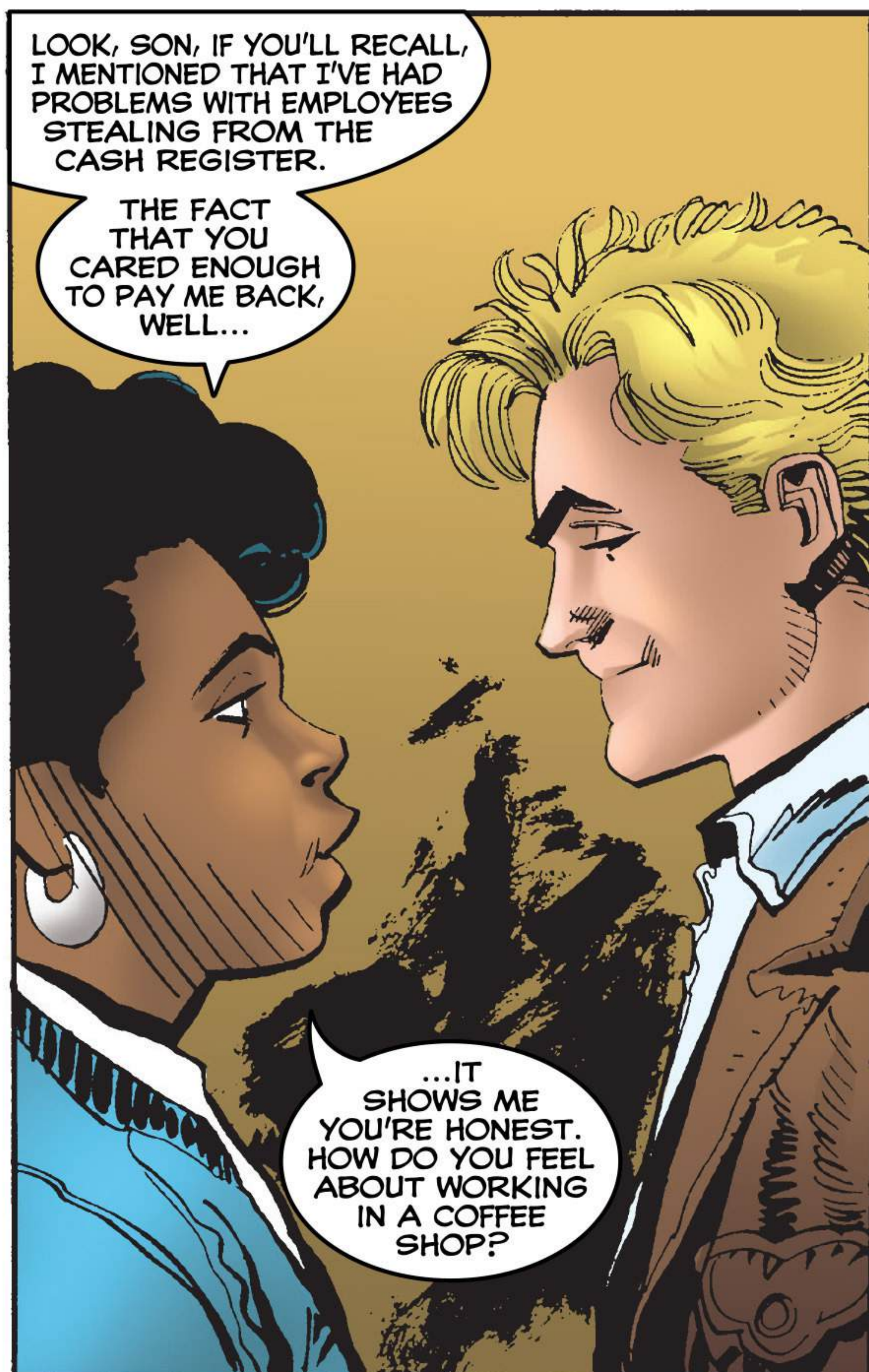


WHY, I HARDLY RECOGNIZE YOU! DID YOU CUT YOUR HAIR OR SOMETHING?

LET'S JUST SAY THAT YOUR CHARITY MADE ME REALIZE THAT, THOUGH I WAS BROKE -- -- I DIDN'T HAVE TO LOOK IT.

SOUNDS LIKE YOU'RE UNEMPLOYED.

YOU GOT THAT RIGHT.



LOOK, SON, IF YOU'LL RECALL, I MENTIONED THAT I'VE HAD PROBLEMS WITH EMPLOYEES STEALING FROM THE CASH REGISTER.

THE FACT THAT YOU CARED ENOUGH TO PAY ME BACK, WELL...

...IT SHOWS ME YOU'RE HONEST. HOW DO YOU FEEL ABOUT WORKING IN A COFFEE SHOP?



ARE YOU **SERIOUS?** YOU'RE OFFERING ME A **JOB?**

IF YOU'RE LOOKING, I'M OFFERING, MISTER...

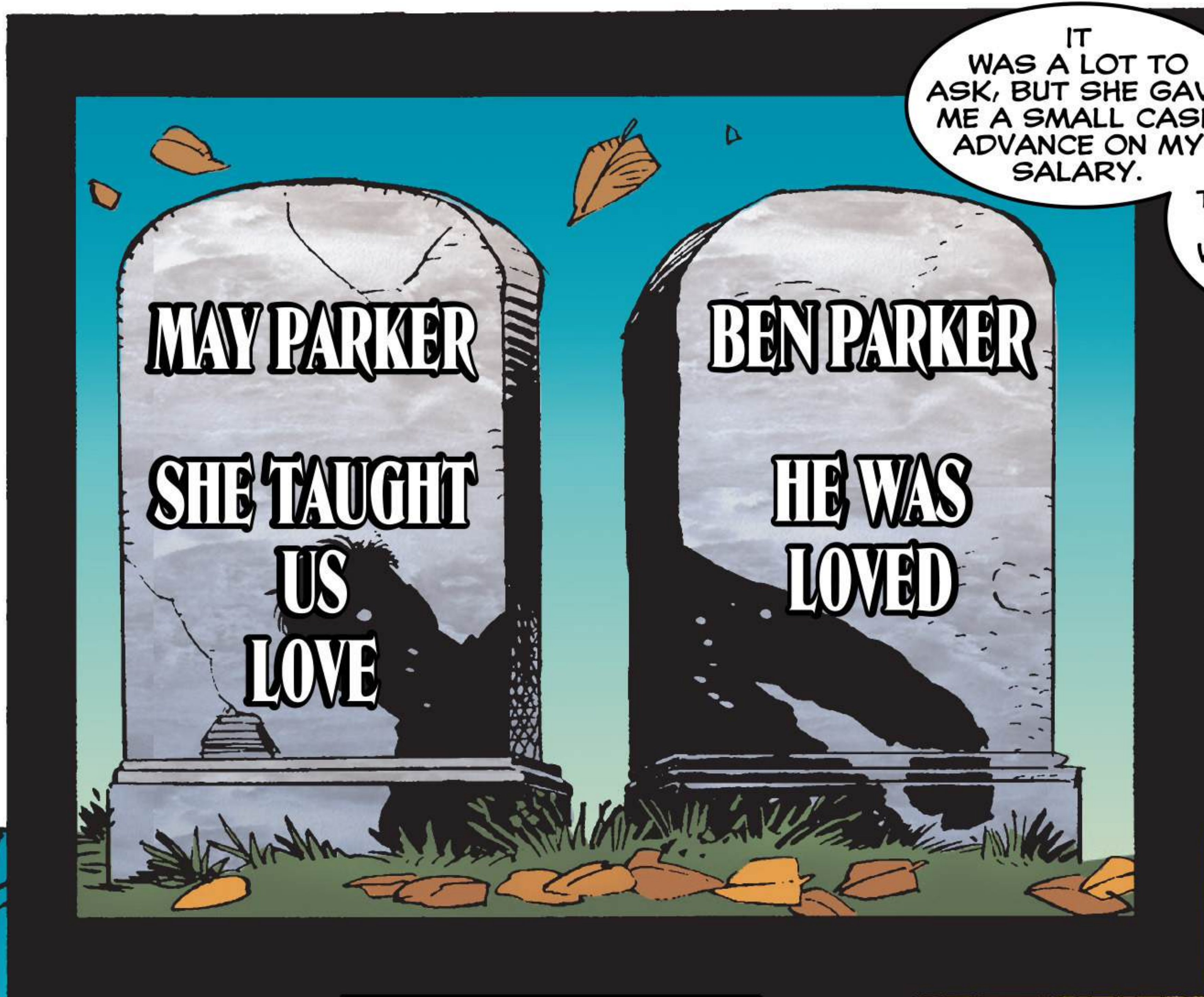
REILLY! **BEN REILLY!** AND MY ONLY QUESTION IS --

--WHEN DO I START?



TOMORROW?

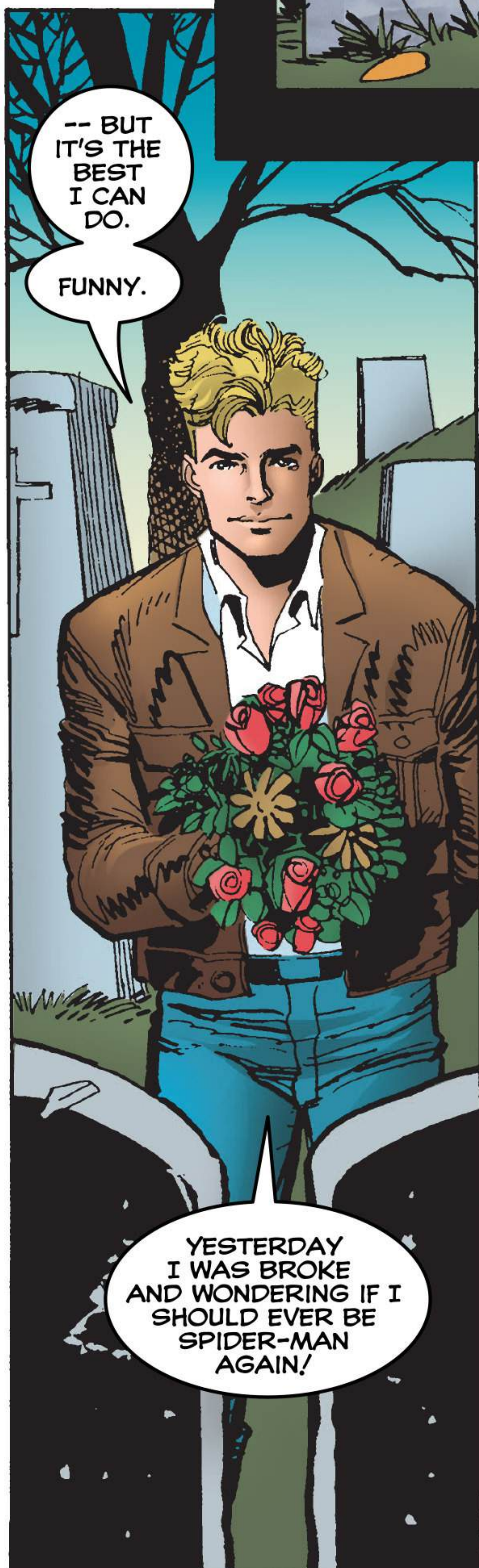
SOUNDS GOOD, IF YOU COULD DO ME **ONE MORE FAVOR.**



IT WAS A LOT TO ASK, BUT SHE GAVE ME A SMALL CASH ADVANCE ON MY SALARY.

SHE DIDN'T LIKE THE IDEA UNTIL I TOLD HER IT WAS FOR THESE FLOWERS.

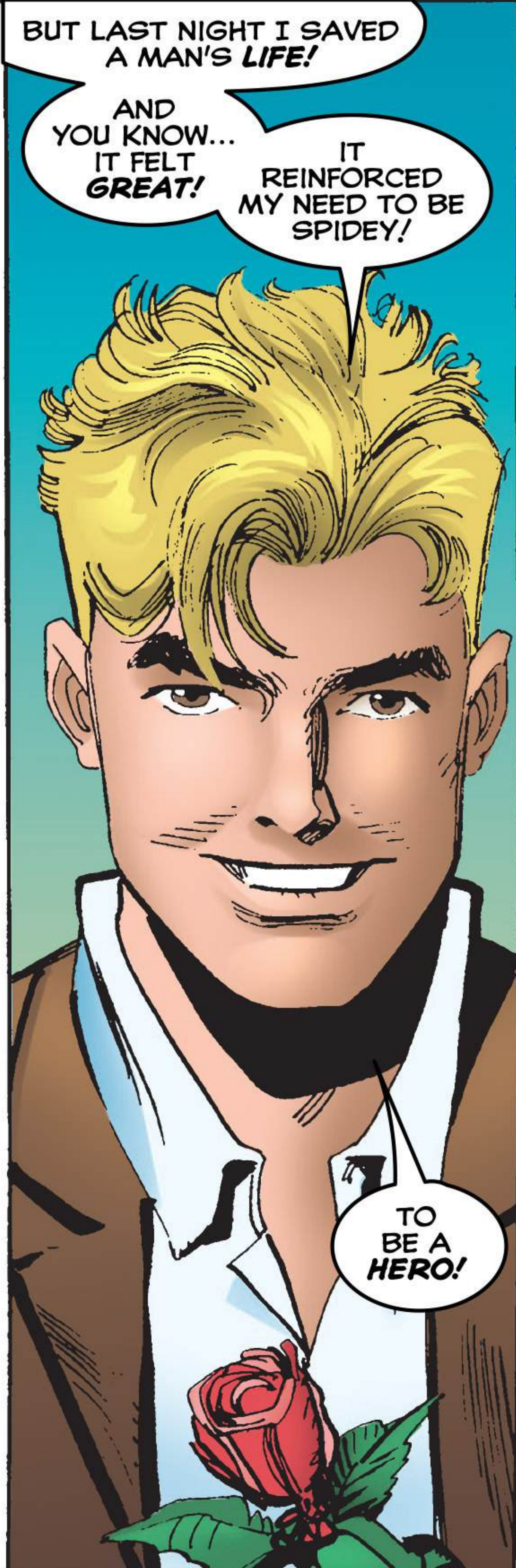
IT'S NOT MUCH --



-- BUT IT'S THE BEST I CAN DO.

FUNNY.

YESTERDAY I WAS BROKE AND WONDERING IF I SHOULD EVER BE SPIDER-MAN AGAIN!

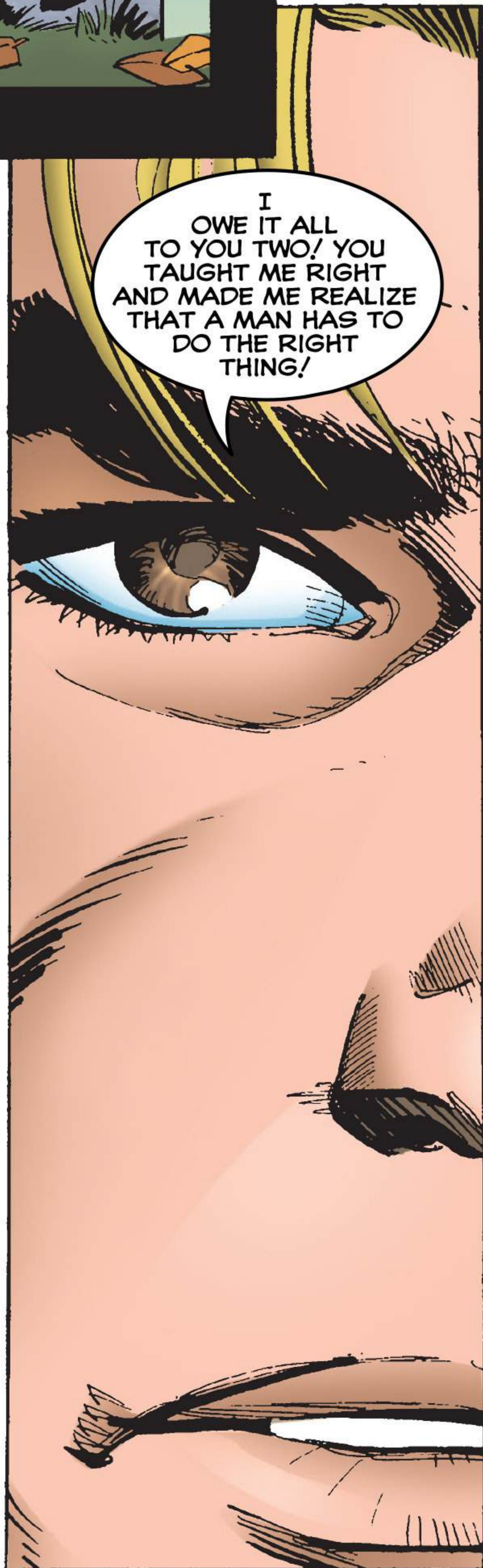


BUT LAST NIGHT I SAVED A MAN'S *LIFE*!

AND YOU KNOW... IT FELT *GREAT*!

IT REINFORCED MY NEED TO BE SPIDEY!

TO BE A *HERO*!



I OWE IT ALL TO YOU TWO! YOU TAUGHT ME RIGHT AND MADE ME REALIZE THAT A MAN HAS TO DO THE RIGHT THING!



TAKE CARE, AUNT MAY. YOU TOO, UNCLE BEN. THANKS TO YOU, I'VE COME TO ACCEPT SOMETHING I LEARNED LONG AGO --

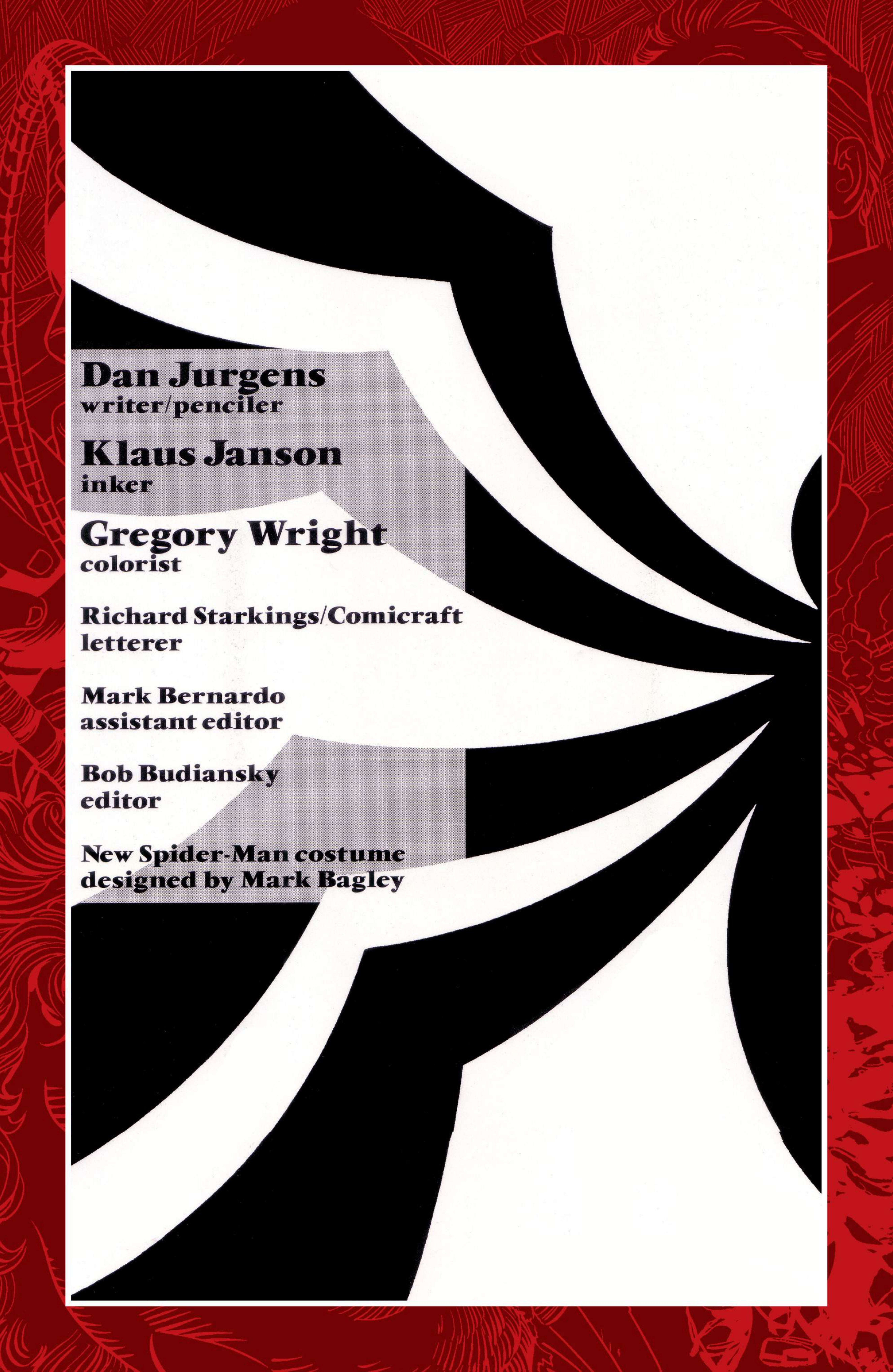
--WITH GREAT POWER COMES GREAT RESPONSIBILITY!

THANKS TO YOU --

-- SPIDER-MAN SWINGS AGAIN!

MAY PARKER
SHE TAUGHT US LOVE

BEN PARKER
HE WAS LOVED



Dan Jurgens
writer/penciler

Klaus Janson
inker

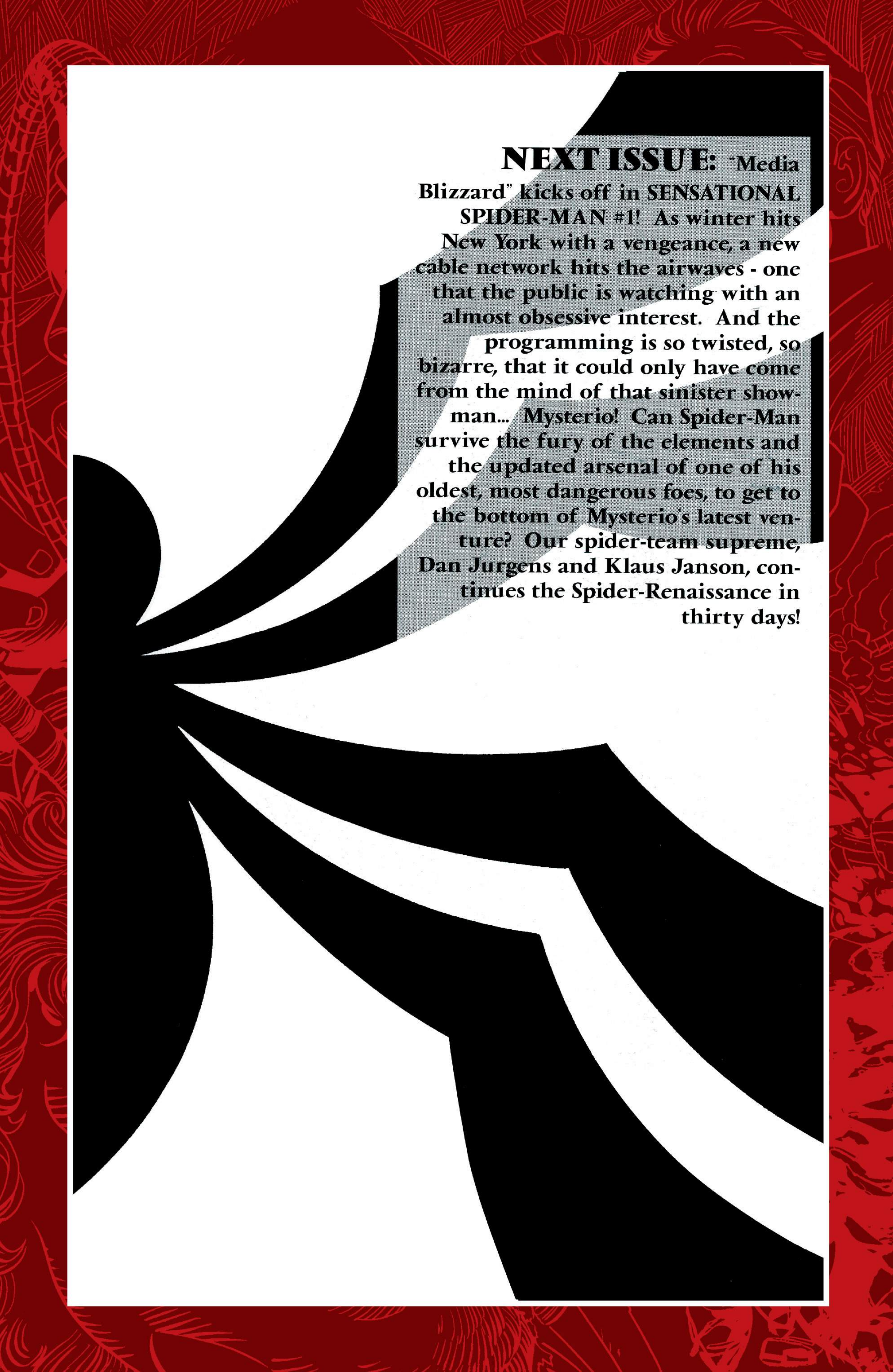
Gregory Wright
colorist

Richard Starkings/Comicraft
letterer

Mark Bernardo
assistant editor

Bob Budiansky
editor

New Spider-Man costume
designed by Mark Bagley



NEXT ISSUE: "Media Blizzard" kicks off in **SENSATIONAL SPIDER-MAN #1!** As winter hits New York with a vengeance, a new cable network hits the airwaves - one that the public is watching with an almost obsessive interest. And the programming is so twisted, so bizarre, that it could only have come from the mind of that sinister showman... **Mysterio!** Can Spider-Man survive the fury of the elements and the updated arsenal of one of his oldest, most dangerous foes, to get to the bottom of Mysterio's latest venture? Our spider-team supreme, **Dan Jurgens** and **Klaus Janson**, continues the Spider-Renaissance in **thirty days!**





#0

JAN

MARVEL
SPIDER-MAN
GROUP

THE LEGEND BEGINS ANEW!

APPROVE
BY THE
COMICS
CODE
AUTHORITY

THE SENSATIONAL SPIDER-MAN

GIANT
SIZED
SPECIAL

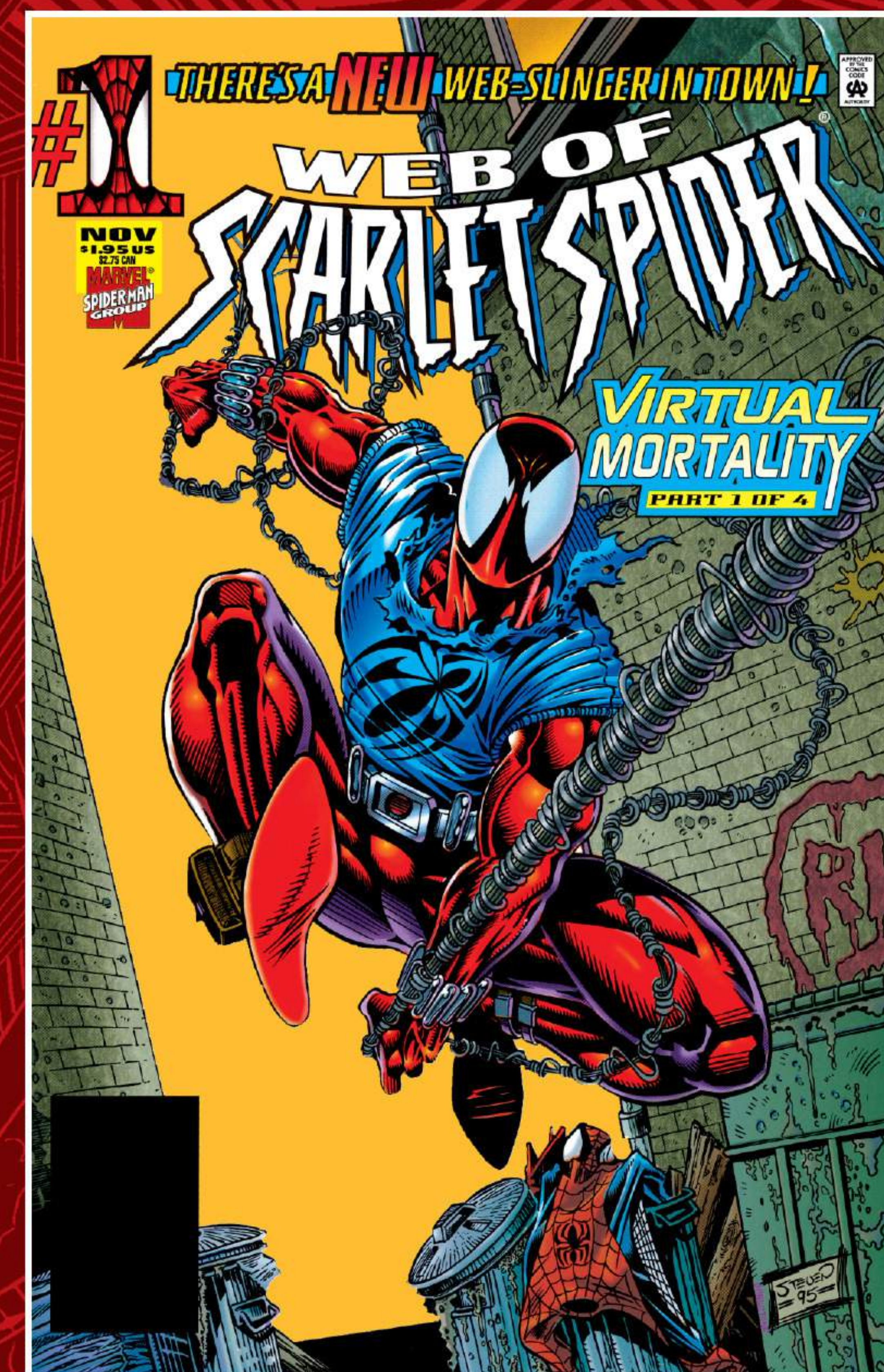


by DAN JURGENS & KLAUS JANSON

SENSATIONAL SPIDER-MAN #0 LENTICULAR COVER



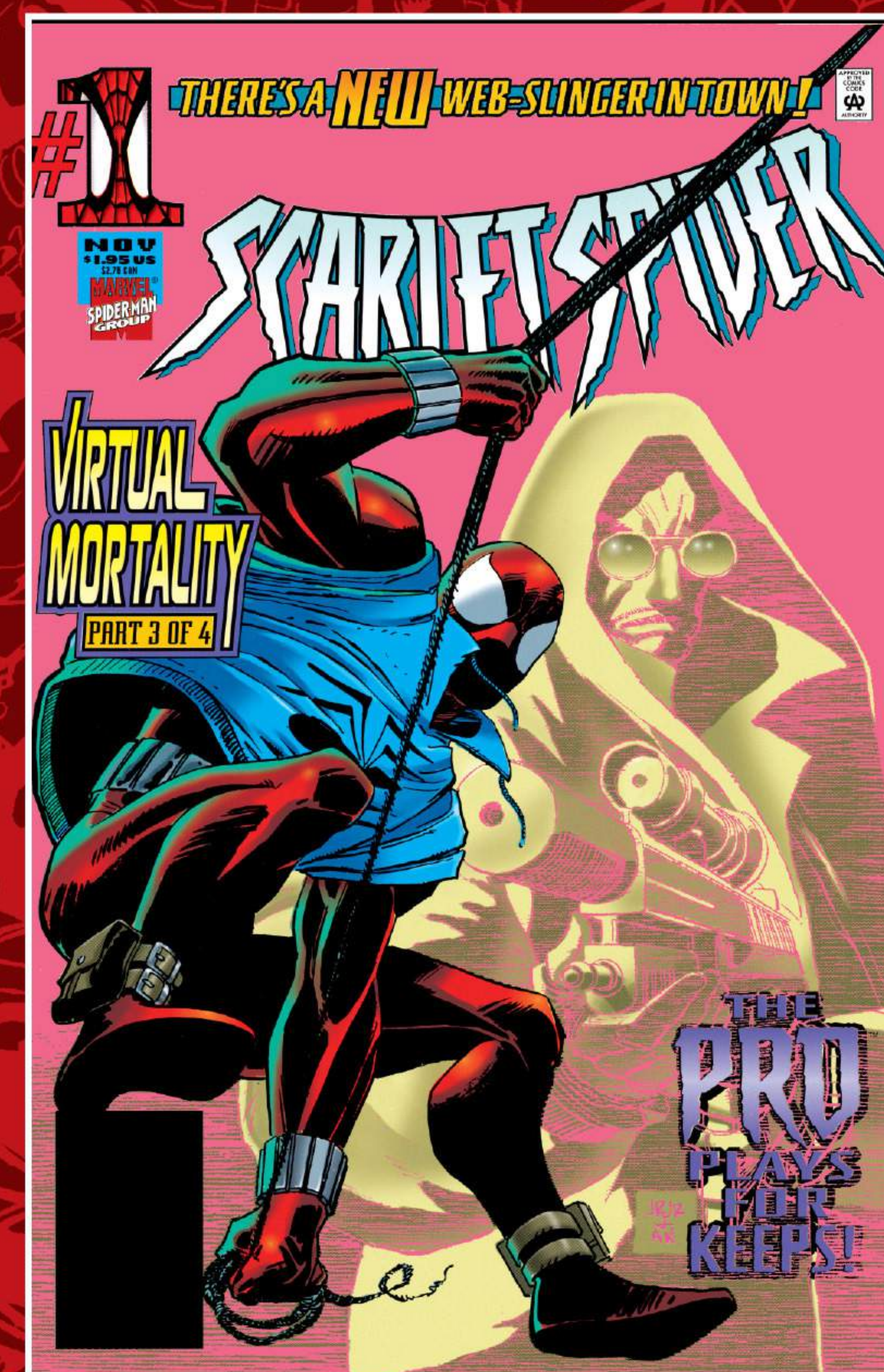
SENSATIONAL SPIDER-MAN #0 RED VARIANT LENTICULAR COVER



WEB OF SCARLET SPIDER #1
DIRECT-EDITION COVER



AMAZING SCARLET SPIDER #1
DIRECT-EDITION COVER



SCARLET SPIDER #1
DIRECT-EDITION COVER



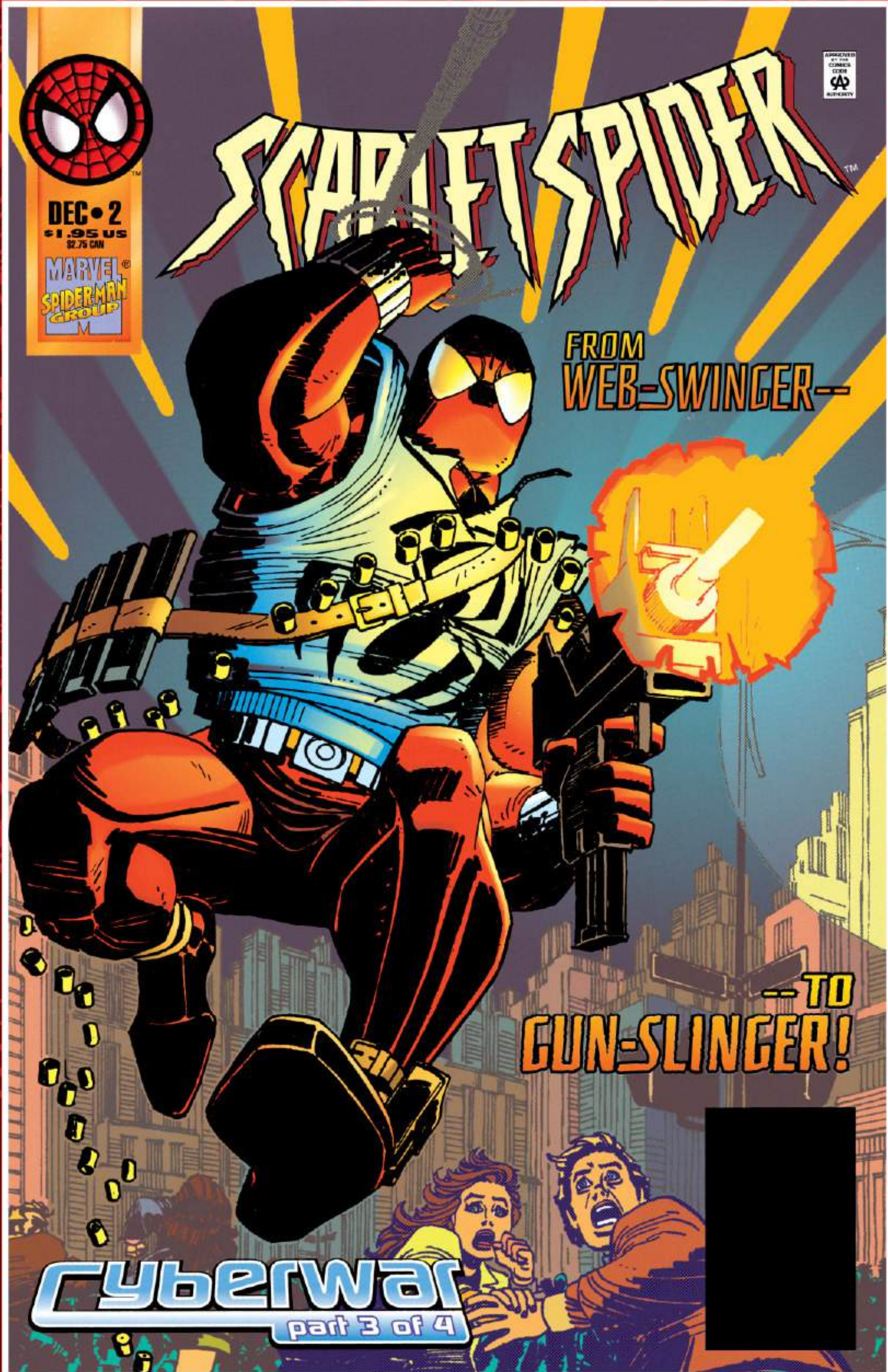
SPECTACULAR SCARLET SPIDER #1
DIRECT-EDITION COVER



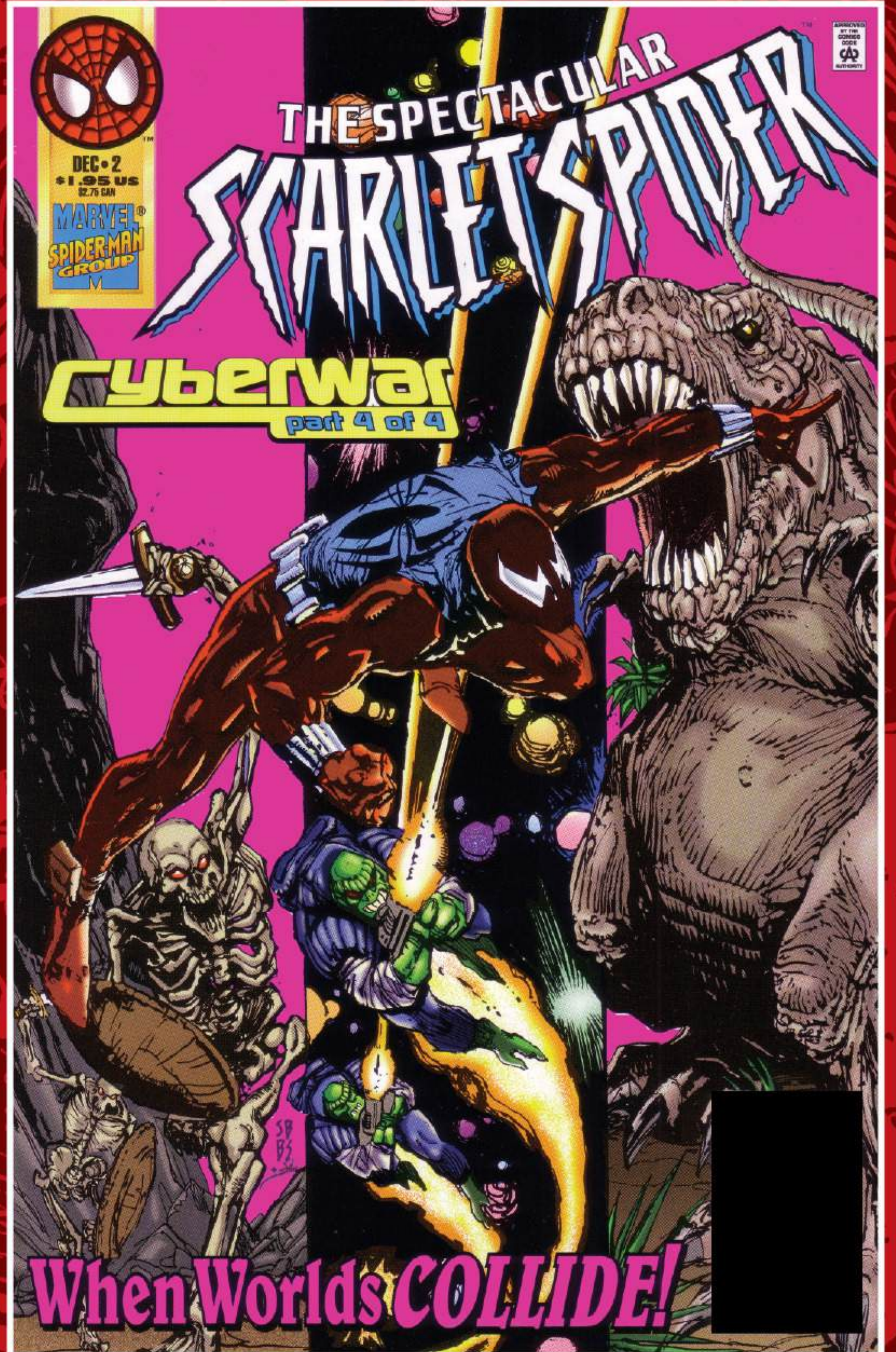
WEB OF SCARLET SPIDER #2
DIRECT-EDITION COVER



AMAZING SCARLET SPIDER #2
DIRECT-EDITION COVER



SCARLET SPIDER #2
DIRECT-EDITION COVER



SPECTACULAR SCARLET SPIDER #2
DIRECT-EDITION COVER

A NEW BEGINNING!

When Peter Parker learns he's a clone, he retires as Spider-Man, leaving Ben Reilly to take up the slack as the new web-slinger in town: the Scarlet Spider! And there's no shortage of foes waiting to fight him — including the new Dr. Octopus and Green Goblin, the High Evolutionary and his Animen, Joystick, Alistair Smythe and his Cyber-Slayers, Armada, the Looter and a virtual reality Scarlet Spider! Plus: The Scarlet Spider's adventures with the New Warriors and a dramatic turning point for Ben Reilly!

Collecting *Amazing Scarlet Spider* #1-2, *Green Goblin* #3, *New Warriors* (1990) #65-66, *Scarlet Spider* #1-2, *Scarlet Spider Unlimited* #1, *Sensational Spider-Man* (1996) #0, *Spectacular Scarlet Spider* #1-2, *Spider-Man: The Parker Years* #1, *Web of Scarlet Spider* #1-2 and *Wizard Mini-Comic* #3: *Sensational Spider-Man* — written by **Tom DeFalco**, **Mike Lackey**, **Howard Mackie**, **Todd Dezago**, **Glenn Herdling**, **Evan Skolnick** and **Dan Jurgens**; and illustrated by **Mark Bagley**, **Sal Buscema**, **Dan Jurgens**, **Gil Kane**, **Paris Karounos**, **Scott McDaniel**, **Tom Morgan**, **John Romita Jr.**, **Tod Smith**, **Joe St. Pierre** and **Patrick Zircher**.



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